

# Incorporating an Unlimited Liability Company

## INTRODUCTION

There are different ways to form a business in B.C., each with its own advantages and disadvantages. Companies can officially incorporate, or they can register as a sole proprietorship or a partnership. The decision to incorporate depends on the specific needs of the persons involved and the goals of the company.

Companies are incorporated in B.C. according to the provisions of the *Business Corporations Act*. Corporate Registry staff are pleased to provide information and help you to file documents, but cannot give business or legal advice. Remember, there is no substitute for sound, independent and professional advice.

The provincial government, in partnership with business development groups, provides a wealth of information on starting up or expanding a business. For more information, visit the website [www.smallbusinessbc.ca](http://www.smallbusinessbc.ca). There is also information available on incorporating a company at OneStop service delivery locations, local chambers of commerce, stationery stores, and on various related websites.

When a company is incorporated, it acquires all of the powers of an individual, as well as an independent existence – separate and distinct from its shareholders – and an unlimited life expectancy. In other words, the act of incorporation gives life to a legal entity known as the corporation, commonly referred to as a “company”. A company can acquire assets, go into debt, enter into contracts, sue or be sued.



**The liability of the shareholders of an unlimited liability company incorporated in B.C. differs greatly from the liability of shareholders for a regular limited company. Refer to section 51.3 of the *Business Corporations Act* for information regarding liability of shareholders of unlimited liability companies.**

Compared to registering a sole proprietorship or a partnership, incorporating a company includes higher start-up costs related to professional fees for legal and accounting services. Carrying on business as a company will increase the number of filings you are required to make with the Corporate Registry. For instance, the *Business Corporations Act* requires all companies to file an annual report and also to file any changes to the location of the company offices and its directors. The company is also required to maintain certain corporate records.

## STEPS TO INCORPORATING A COMPANY

To incorporate a company in B.C., one or more persons (called “the incorporators”) may form a company by completing the following steps:

1. Request name approval and reservation;
2. Establish your company's articles;
3. Prepare an incorporation agreement;
4. File an Incorporation Application; and
5. Keep documents as part of your company's records.

This information package covers only the five basic steps to incorporating a company and is not intended to be a complete guide.

There are many other steps that must be considered when incorporating, for example setting up minute or records books, establishing a central securities register, issuing share certificates, getting consents from directors, etc.

Again, Corporate Registry staff are pleased to help you file the incorporation application, but cannot provide you with guidance or advice on these other essential steps.

## STEP 1: REQUEST NAME APPROVAL AND RESERVATION

If the company intends to use a specific name, that name must be approved and reserved by the Corporate Registry. This is to ensure the company's name can be distinguished from the names of other incorporated companies and that the name meets specific guidelines established by the registrar of companies.

Approval of a name by the registrar for the incorporation of a business does not provide a proprietary right or interest in the name. The approval is solely intended to prevent names of incorporated businesses from being so similar as to confuse or mislead the public.

This means another business operating in B.C. or elsewhere, that is not incorporated or registered with the Corporate Registry could use the same or similar name as your business.

If it is important to protect your name outside B.C., or from any other unregistered or unincorporated business in B.C., then you should contact Industry Canada for information on trademarks. Their website address is [www.strategis.ic.gc.ca](http://www.strategis.ic.gc.ca).

The name reservation is for a period of 56 days. The other steps in the incorporation process must be completed and the Incorporation Application must be electronically filed before the 56 day period ends.

An unlimited liability company must have the words "Unlimited Liability Company" or the abbreviation "ULC" as part of and at the end of its name. An unlimited liability company must not have the word "Limited", "Limitée", "Incorporated", "Incorporée", or "Corporation", or abbreviation "Ltd.", "Ltée", "Inc." or "Corp." as part of and at the end of its name.

A company can also choose to use as its name, the incorporation number of the company followed by "B.C. Unlimited Liability Company" ("0123456 B.C. Unlimited Liability Company" for example). If you choose to use the incorporation number as the company's name, you do not need a name approval and reservation. The incorporation number is assigned by the Corporate Registry at the time the Incorporation Application is electronically filed with the Corporate Registry.

The Name Approval Request form attached allows you to make a maximum of three choices of names, in descending order of preference. Please read the Name Approval Request Instructions sheet carefully before making your three choices. The filing fee for this form is \$30.00.

You can apply for the company's name in the following ways:

#### ONLINE OPTIONS:

- Submit your Name Approval Request electronically through Name Requests Online at [www.bcregistrynames.gov.bc.ca](http://www.bcregistrynames.gov.bc.ca). Payment is by credit card. There is online information you can access to help you through the process. The fee to submit online is \$30.00 and a BC OnLine service fee of \$1.50.
- If you have a BC OnLine account you can submit your request electronically at [www.bconline.gov.bc.ca](http://www.bconline.gov.bc.ca).

#### IN-PERSON OPTIONS:

- Visit your local Service BC Centre. Once you've paid the fee, they will submit your request to the Corporate Registry. For a location near you, go to [www.servicebc.gov.bc.ca](http://www.servicebc.gov.bc.ca).
- Visit your local OneStop service delivery location. Once you've paid the fee, they will submit your request to the Corporate Registry. User fees may apply. For a location near you, go to [www.bcbusinessregistry.ca](http://www.bcbusinessregistry.ca).

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.

#### MAILING OPTIONS

- Mail your Name Approval Request form along with a cheque or money order for \$30.00 payable to the Minister of Finance, to:

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

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

Corporate Registry staff cannot provide legal or business advice.

## STEP 2: ESTABLISH YOUR COMPANY'S ARTICLES

Every company must have a set of articles. The company's articles are the rules that govern the conduct of the company and its shareholders, directors and officers.

For small companies, namely those that have only one shareholder or where the officers are all family members, the standard set of Table 1 Articles prescribed in the Business Corporations Regulation is usually a suitable set of articles.

A sample of the Table 1 standard set of articles from the Business Corporations Regulation is attached.



**The Table 1 Articles are meant to be adopted without amending the document. If you want to customize the articles for the company, it is recommended you seek legal advice.**

The articles must be kept by the company as part of the company's records.



**The Notice of Articles for a B.C. unlimited liability company must contain a statutory description of shareholder liability. The following statement will appear on the Notice of Articles issued by the registrar, and the company must also put this statement on the face of each share certificate issued by it:**

*The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the Business Corporations Act.*

## STEP 3: PREPARE AN INCORPORATION AGREEMENT

Before a company can be formed there must be an incorporation agreement signed by each incorporator. This is required even if there is only one incorporator. Usually the incorporator(s) will also be the shareholder(s) and director(s) once the company is incorporated. The *Business Corporations Act* specifies that this incorporation agreement must contain:

- The agreement of each incorporator to take one or more shares of the company;
- The signature of each incorporator opposite their full name, along with the date each incorporator signed the agreement; and
- The number of shares of each class being taken by each incorporator.

A sample incorporation agreement is attached.

The incorporation agreement must be kept by the company as part of the company's records.

## **STEP 4: FILE AN INCORPORATION APPLICATION**

The next step in the process of incorporating company is to file an Unlimited Liability Company Incorporation Application with the Corporate Registry.

The Incorporation Application must be submitted electronically over the Internet by visiting Corporate Online at [www.corporateonline.gov.bc.ca](http://www.corporateonline.gov.bc.ca). The Corporate Online site includes online help information to assist you with completing and filing the online application form. When the filing is completed, the company is incorporated and you will be assigned an incorporation number at that time.

At the end of the electronic filing, you will be asked to set a password for the company that will let you file other forms for the company using Corporate Online. You should also set a password "hint" that can be displayed back to you if you forget your password.

It is also recommended you enter an email address. That way if you forget the password, it can be emailed to you. Otherwise, the only way to retrieve the password for the company is to have it mailed to the company's registered office mailing address.

It is recommended that you complete the paper version of the Incorporation Application first and use it for reference when you electronically file the Incorporation Application. A copy of this form is attached.

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. They can be reached by phone at 604 257-1800 or 1 800 661-1811. Office locations can be found on their web site at [www.dyedurham.com/contact-us/](http://www.dyedurham.com/contact-us/).

## **STEP 5: KEEP DOCUMENTS AS PART OF YOUR COMPANY'S RECORDS**

After you have filed the Incorporation Application electronically and the company is incorporated, the Corporate Registry will send you the original Certificate of Incorporation, a certified copy of the Incorporation Application and a certified copy of the Notice of Articles.

These documents must be kept by the company as part of the company's records.

An incorporation number for the company is displayed in the upper right hand corner of the Certificate of Incorporation

and on the cover sheet accompanying the documents. You will need the incorporation number of the company when filing other documents with the Corporate Registry. You will also be prompted for the company password when filing any changes to the company on Corporate Online.

The cover sheet also includes the Business Number issued by Canada Revenue Agency. This is a nine-digit number followed by a six-digit number. It is the first nine digits that are important to other government agencies, you may be asked for this number if dealing with the Ministry of Finance for PST, WorkSafeBC or applying for a GST number or other accounts at Canada Revenue Agency.

## **FEES**

The fee to incorporate a company by filing an Incorporation Application using Corporate Online is \$1,000.00 and a BC OnLine service fee of \$1.50. You will need a valid credit card and you will be asked to enter the credit card information at the end of the transaction.

If you would like to use BC Registry Services' preferred service provider Dye & Durham to file on your behalf, you should contact them to confirm the total fees required, before sending your documents for filing. They can be reached by phone at 604 257-1800 or 1 800 661-1811. Office locations can be found on their web site at [www.dyedurham.com/contact-us/](http://www.dyedurham.com/contact-us/).

## **STILL HAVE QUESTIONS?**

For more information about completing your filings and documentation, contact the Corporate Registry at 1 877 526-1526.

Corporate Registry staff cannot provide legal or business advice.



# 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](http://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 Request 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 Reservation 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 **1 877 526-1526**.

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.bcreg.ca](http://www.bcreg.ca)

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](http://www.bcregistrynames.gov.bc.ca) to submit your Name Request electronically, for examination by the Names Reservation Unit at the Corporate Registry. Payment is by credit card. There is online information you can access to help you through the process. The fee to submit online is \$30 and a BC OnLine service fee of \$1.50.

**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](http://www.servicebc.gov.bc.ca).

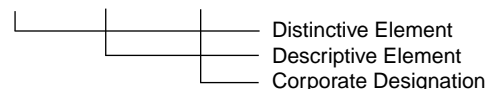
**BY ONESTOP SERVICE DELIVERY LOCATION:** Visit your local OneStop service delivery location. They will transmit the request to the Registries. User fees may apply. For locations go to [www.bcbusinessregistry.ca](http://www.bcbusinessregistry.ca).

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

### 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.**      **Fabuform 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

A company **must have as part of and at the end of its 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 that are Limited Liability Companies may have "Limited Liability Company" or "LLC" at the end of 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, change of name, 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. The Corporate Registry cannot accept responsibility for any errors or omissions in this information.

## HELP IS AVAILABLE

For assistance or further information, please call 1 877 526-1526.



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.bcreg.ca

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

Courier Address: 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 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 Manager of Registry 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
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 CONTACT PERSON NAME
( ) EMAIL ADDRESS

Indicate what the name request is for: (In order for this request to be completed, one box must be (✓) ticked)
CORPORATION (INCLUDES A FOREIGN ENTITY) PROPRIETORSHIP/PARTNERSHIP SOCIETY FINANCIAL INSTITUTION COOPERATIVE ASSOCIATION

Is this request for a foreign entity organized or incorporated in another province or country? IF YES, ENTER THE JURISDICTION NATURE OF BUSINESS
YES NO

ADDITIONAL INFORMATION (Example: Limited Liability Company)

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





## INCORPORATION AGREEMENT

We propose to form a company under the *Business Corporations Act* (BC) under the name of \_\_\_\_\_ (the "Company").

We agree to take the number of shares in the Company set opposite our names:

NAME OF INCORPORATOR	SIGNATURE OF INCORPORATOR	NUMBER OF SHARES	DATE OF SIGNING YYYY / MM / DD
		_____ shares	
		_____ shares	

The Company has as its Articles the Table 1 Articles under the *Business Corporations Act* (BC).

NAME	SIGNATURE	DATE OF SIGNING YYYY / MM / DD



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**NAME OF COMPANY**  
("The Company")

Incorporation Number: \_\_\_\_\_

The Company has as its articles the following articles.

FULL NAME AND SIGNATURE OF EACH INCORPORATOR	DATE SIGNED YYYY / MM / DD
Signature of Incorporator _____ Full name of Incorporator _____	
Signature of Incorporator _____ Full name of Incorporator _____	

**Table 1**

[am. B.C. Reg.s 315/2004, ss. 5 to 9; 186/2007.]

**Articles**

**Part 1 — Interpretation**

**Definitions**

**1.1** Without limiting Article 1.2, in these articles, unless the context requires otherwise:

“**adjourned meeting**” means the meeting to which a meeting is adjourned under Article 8.6 or 8.10;

“**appropriate person**” has the same meaning as in the *Securities Transfer Act*;

“**board**” and “**directors**” mean the directors or sole director of the Company for the time being;

“**Business Corporations Act**” means the *Business Corporations Act*, S.B.C. 2002, c.57, and includes its regulations;

“**Interpretation Act**” means the *Interpretation Act*, R.S.B.C. 1996, c. 238;

“**protected purchaser**” has the same meaning as in the *Securities Transfer Act*;

“**trustee**”, in relation to a shareholder, means the personal or other legal representative of the shareholder, and includes a trustee in bankruptcy of the shareholder.

**Business Corporations Act definitions apply**

**1.2** The definitions in the *Business Corporations Act* apply to these articles.

**Interpretation Act applies**

**1.3** The *Interpretation Act* applies to the interpretation of these articles as if these articles were an enactment.

**Conflict in definitions**

**1.4** If there is a conflict between a definition in the *Business Corporations Act* and a definition or rule in the *Interpretation Act* relating to a term used in these articles, the definition in the *Business Corporations Act* will prevail in relation to the use of the term in these articles.

**Conflict between articles and legislation**

**1.5** If there is a conflict between these articles and the *Business Corporations Act*, the *Business Corporations Act* will prevail.

## Part 2 — Shares and Share Certificates

### Form of share certificate

- 2.1 Each share certificate issued by the Company must comply with, and be signed as required by, the *Business Corporations Act*.

### Right to share certificate

- 2.2 Each shareholder is entitled, without charge, to one certificate representing the share or shares of each class or series of shares held by the shareholder.

### Sending of share certificate

- 2.3 Any share certificate to which a shareholder is entitled may be sent to the shareholder by mail and neither the Company nor any agent is liable for any loss to the shareholder because the certificate sent is lost in the mail or stolen.

### Replacement of worn out or defaced certificate

- 2.4 If the directors are satisfied that a share certificate is worn out or defaced, they must, on production to them of the certificate and on such other terms, if any, as they think fit,
- (a) order the certificate to be cancelled, and
  - (b) issue a replacement share certificate.

### Replacement of lost, destroyed or wrongfully taken certificate

- 2.5 If a person entitled to a share certificate claims that the share certificate has been lost, destroyed or wrongfully taken, the Company must issue a new share certificate, if the person
- (a) so requests before the Company has notice that the lost, destroyed or wrongfully taken share certificate has been acquired by a protected purchaser,
  - (b) provides the Company with an indemnity bond sufficient, in the judgment of the directors, to protect the Company from any loss that the Company may suffer by issuing a new certificate, and
  - (c) satisfies any other reasonable requirements imposed by the Company.

### Certificate not to be replaced after registration of transfer

- 2.51 A person entitled to a share certificate may not assert against the Company a claim for a new share certificate under Article 2.5 if
- (a) the share certificate has been lost, apparently destroyed or wrongfully taken and the person fails to notify the Company of that fact within a reasonable time after the person has notice of it, and
  - (b) the Company registers a transfer of the shares represented by the certificate before receiving a notice of the loss, apparent destruction or wrongful taking of the share certificate.

### Splitting share certificates

- 2.6 If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name 2 or more certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the certificate so surrendered, the Company must cancel the surrendered certificate and issue replacement share certificates in accordance with that request.

## Part 3 — Issue of Shares

### Directors authorized to issue shares

- 3.1 The directors may, subject to the rights of the holders of the issued shares of the Company, issue, allot, sell, grant options on or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices that the directors, in their absolute discretion, may determine.

### Company need not recognize unregistered interests

- 3.2 Except as required by law or these articles, the Company need not recognize or provide for any person's interests in or rights to a share unless that person is the shareholder of the share.

## Part 4 — Share Transfers

### Registering transfers

- 4.1 If the Company has issued, or may be required to issue, a share certificate in respect of a share of the Company, a transfer of that share must not be registered unless the Company, or the transfer agent or registrar for the applicable class or series of shares, has received
- (a) the share certificate, if any,
  - (b) a written instrument of transfer, which instrument of transfer may be on a separate document or on the share certificate, endorsed by
    - (i) the shareholder,
    - (ii) any other appropriate person, or
    - (iii) an agent who has actual authority to act on behalf of the shareholder or appropriate person, and
  - (c) any other evidence reasonably required by the Company, or by the transfer agent or registrar for the applicable class or series of shares, to prove
    - (i) the title of the transferor,
    - (ii) the transferor's right to transfer the share
    - (iii) that the endorsement is genuine and authorized, or
    - (iv) that the transfer is rightful or is to a protected purchaser.

4.2 and 4.3 Repealed. [B.C. Reg. 186/2007, s.c.]

### Transfer fee

- 4.4 There must be paid to the Company, in relation to the registration of any transfer, the amount determined by the directors.

## Part 5 — Purchase of Shares

### Company authorized to purchase shares

- 5.1 Subject to the special rights and restrictions attached to any class or series of shares, the Company may, if it is authorized to do so by the directors, purchase or otherwise acquire any of its shares.

## Part 6 — Borrowing Powers

### Powers of directors

- 6.1 The directors may from time to time on behalf of the Company
- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate,
  - (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person,
  - (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person, and
  - (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the Company.

## Part 7 — General Meetings

### Annual general meetings

- 7.1 Unless an annual general meeting is deferred or waived in accordance with section 182 (2) (a) or (c) of the *Business Corporations Act*, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual general meeting.

### When annual general meeting is deemed to have been held

- 7.2 If all of the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under section 182 (2) (b) of the *Business Corporations Act* to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date selected, under section 182 (3) of the *Business Corporations Act*, in the unanimous resolution.

### Calling of shareholder meetings

- 7.3 The directors may, whenever they think fit, call a meeting of shareholders.

## **Special business**

- 7.4** If a meeting of shareholders is to consider special business within the meaning of Article 8.1, the notice of meeting must
- (a) state the general nature of the special business, and
  - (b) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders
    - (i) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified by the notice, and
    - (ii) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

## **Part 8 — Proceedings at Meetings of Shareholders**

### **Special business**

- 8.1** At a meeting of shareholders, the following business is special business:
- (a) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
  - (b) at an annual general meeting, all business is special business except for the following:
    - (i) business relating to the conduct of, or voting at, the meeting;
    - (ii) consideration of any financial statements of the Company presented to the meeting;
    - (iii) consideration of any reports of the directors or auditor;
    - (iv) the setting or changing of the number of directors;
    - (v) the election or appointment of directors;
    - (vi) the appointment of an auditor;
    - (vii) the setting of the remuneration of an auditor;
    - (viii) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution.

### **Quorum**

- 8.2** Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is 2 persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 1/20 of the issued shares entitled to be voted at the meeting.

### **One shareholder may constitute quorum**

- 8.3** If there is only one shareholder entitled to vote at a meeting of shareholders,
- (a) the quorum is one person who is, or who represents by proxy, that shareholder, and
  - (b) that shareholder, present in person or by proxy, may constitute the meeting.

### **Other persons may attend**

- 8.4** The directors, the president, if any, the secretary, if any, and any lawyer or auditor for the Company are entitled to attend any meeting of shareholders, but if any of those persons does attend a meeting of shareholders, that person is not to be counted in the quorum, and is not entitled to vote at the meeting, unless that person is a shareholder or proxy holder entitled to vote at the meeting.

### **Requirement of quorum**

- 8.5** No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting.

### **Lack of quorum**

- 8.6** If, within 1/2 hour from the time set for the holding of a meeting of shareholders, a quorum is not present,
- (a) in the case of a general meeting convened by requisition of shareholders, the meeting is dissolved, and
  - (b) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

### **Lack of quorum at succeeding meeting**

- 8.7** If, at the meeting to which the first meeting referred to in Article 8.6 was adjourned, a quorum is not present within 1/2 hour from the time set for the holding of the meeting, the persons present and being, or representing by proxy, shareholders entitled to attend and vote at the meeting constitute a quorum.

## **Chair**

- 8.8** The following individual is entitled to preside as chair at a meeting of shareholders:
- (a) the chair of the board, if any;
  - (b) if the chair of the board is absent or unwilling to act as chair of the meeting, the president, if any.

## **Alternate chair**

- 8.9** If, at any meeting of shareholders, there is no chair of the board or president present within 15 minutes after the time set for holding the meeting, or if the chair of the board and the president are unwilling to act as chair of the meeting, or if the chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present at the meeting, the directors present must choose one of their number to be chair of the meeting or if all of the directors present decline to take the chair or fail to so choose or if no director is present, the shareholders present in person or by proxy must choose any person present at the meeting to chair the meeting.

## **Adjournments**

- 8.10** The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **Notice of adjourned meeting**

- 8.11** It is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

## **Motion need not be seconded**

- 8.12** No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

## **Manner of taking a poll**

- 8.13** Subject to Article 8.14, if a poll is duly demanded at a meeting of shareholders,
- (a) the poll must be taken
    - (i) at the meeting, or within 7 days after the date of the meeting, as the chair of the meeting directs, and
    - (ii) in the manner, at the time and at the place that the chair of the meeting directs,
  - (b) the result of the poll is deemed to be a resolution of and passed at the meeting at which the poll is demanded, and
  - (c) the demand for the poll may be withdrawn.

## **Demand for a poll on adjournment**

- 8.14** A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

## **Demand for a poll not to prevent continuation of meeting**

- 8.15** The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **Poll not available in respect of election of chair**

- 8.16** No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

## **Casting of votes on poll**

- 8.17** On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

## **Chair must resolve dispute**

- 8.18** In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the same, and his or her determination made in good faith is final and conclusive.

## **Chair has no second vote**

- 8.19** In case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a casting or second vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

## **Declaration of result**

- 8.20** The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting.

## **Part 9 — Votes of Shareholders**

### **Voting rights**

- 9.1** Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint registered holders of shares under Article 9.3,
- (a) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote at the meeting has one vote, and
  - (b) on a poll, every shareholder entitled to vote has one vote in respect of each share held by that shareholder that carries the right to vote on that poll and may exercise that vote either in person or by proxy.

### **Trustee of shareholder may vote**

- 9.2** A person who is not a shareholder may vote on a resolution at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting in relation to that resolution, if, before doing so, the person satisfies the chair of the meeting at which the resolution is to be considered, or the directors, that the person is a trustee for a shareholder who is entitled to vote on the resolution.

### **Votes by joint shareholders**

- 9.3** If there are joint shareholders registered in respect of any share,
- (a) any one of the joint shareholders may vote at any meeting, either personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it, or
  - (b) if more than one of the joint shareholders is present at any meeting, personally or by proxy, the joint shareholder present whose name stands first on the central securities register in respect of the share is alone entitled to vote in respect of that share.

### **Trustees as joint shareholders**

- 9.4** Two or more trustees of a shareholder in whose sole name any share is registered are, for the purposes of Article 9.3, deemed to be joint shareholders.

### **Representative of a corporate shareholder**

- 9.5** If a corporation that is not a subsidiary of the Company is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and,
- (a) for that purpose, the instrument appointing a representative must
    - (i) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least 2 business days before the day set for the holding of the meeting, or
    - (ii) be provided, at the meeting, to the chair of the meeting, and
  - (b) if a representative is appointed under this Article,
    - (i) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder, and
    - (ii) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

### **Proxy provisions do not apply to all companies**

- 9.6** Articles 9.7 to 9.13 do not apply to the Company if and for so long as it is a public company or a pre-existing reporting company.

### **Appointment of proxy holder**

- 9.7** Every shareholder of the Company, including a corporation that is a shareholder but not a subsidiary of the Company, entitled to vote at a meeting of shareholders of the Company may, by proxy, appoint a proxy holder to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.



## Alternate proxy holders

**9.8** A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

## When proxy holder need not be shareholder

- 9.9** A person must not be appointed as a proxy holder unless the person is a shareholder, although a person who is not a shareholder may be appointed as a proxy holder if
- (a) the person appointing the proxy holder is a corporation or a representative of a corporation appointed under Article 9.5,
  - (b) the Company has at the time of the meeting for which the proxy holder is to be appointed only one shareholder entitled to vote at the meeting, or
  - (c) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting.

## Form of proxy

**9.10** A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

(Name of Company)

The undersigned, being a shareholder of the above named Company, hereby appoints  
....., or, failing that person, ....., as proxy holder for the  
undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders to  
be held on the ..... day of....., ..... and at any adjournment of that meeting.

Signed this ..... day of ....., .....

.....

Signature of shareholder

## Provision of proxies

- 9.11** A proxy for a meeting of shareholders must
- (a) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, 2 business days, before the day set for the holding of the meeting, or
  - (b) unless the notice provides otherwise, be provided, at the meeting, to the chair of the meeting.

## Revocation of proxies

- 9.12** Subject to Article 9.13, every proxy may be revoked by an instrument in writing that is
- (a) received at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
  - (b) provided at the meeting to the chair of the meeting.

## Revocation of proxies must be signed

- 9.13** An instrument referred to in Article 9.12 must be signed as follows:
- (a) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his or her trustee;
  - (b) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 9.5.

## Validity of proxy votes

- 9.14** A vote given in accordance with the terms of a proxy is valid despite the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received
- (a) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
  - (b) by the chair of the meeting, before the vote is taken.

## **Production of evidence of authority to vote**

- 9.15** The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

## **Part 10 — Election and Removal of Directors**

### **Number of directors**

- 10.1** The Company must have a board of directors consisting of
- (a) subject to paragraph (b), the number of directors that is equal to the number of the Company's first directors, or
  - (b) the number of directors set by ordinary resolution of the shareholders.

### **Change in number of directors**

- 10.2** If the number of directors is changed by the shareholders under Article 10.1 (b),
- (a) the change is effective whether or not previous notice of the resolution was given, and
  - (b) the shareholders may elect, or appoint by ordinary resolution, the directors needed to fill any vacancies in the board of directors that result from that change.

### **Election of directors**

- 10.3** At every annual general meeting,
- (a) the shareholders entitled to vote at the annual general meeting for the election or appointment of directors must elect or appoint a board of directors consisting of the number of directors for the time being required under these articles, and
  - (b) all the directors cease to hold office immediately before the election or appointment of directors under paragraph (a), but are eligible for re-election or reappointment.

### **Failure to elect or appoint directors**

- 10.4** If the Company fails to hold an annual general meeting in accordance with the *Business Corporations Act* or fails, at an annual general meeting, to elect or appoint any directors, the directors then in office continue to hold office until the earlier of
- (a) the date on which the failure is remedied, and
  - (b) the date on which they otherwise cease to hold office under the *Business Corporations Act* or these articles.

### **Additional directors**

- 10.5** Despite Articles 10.1 and 10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article must not at any time exceed
- (a) 1/3 of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office, or
  - (b) in any other case, 1/3 of the number of the current directors who were elected or appointed as directors other than under this Article.

### **Directors' acts valid despite vacancy**

- 10.6** An act or proceeding of the directors is not invalid merely because fewer than the number of directors required by Article 10.1 are in office.

## **Part 11 — Proceedings of Directors**

### **Meetings of directors**

- 11.1** The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the board held at regular intervals may be held at the place, at the time and on the notice, if any, that the board may by resolution from time to time determine.

### **Chair of meetings**

- 11.2** Meetings of directors are to be chaired by
- (a) the chair of the board, if any,
  - (b) in the absence of the chair of the board, the president, if any, if the president is a director, or
  - (c) any other director chosen by the directors if

- (i) neither the chair of the board nor the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting,
- (ii) neither the chair of the board nor the president, if a director, is willing to chair the meeting, or
- (iii) the chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

#### **Voting at meetings**

**11.3** Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

#### **Who may call extraordinary meetings**

**11.4** A director may, and the secretary, if any, on request of a director must, call a meeting of the board at any time.

#### **Notice of extraordinary meetings**

**11.5** Subject to Articles 11.6 and 11.7, if a meeting of the board is called under Article 11.4, reasonable notice of that meeting, specifying the place, date and time of that meeting, must be given to each of the directors

- (a) by mail addressed to the director's address as it appears on the books of the Company or to any other address provided to the Company by the director for this purpose,
- (b) by leaving it at the director's prescribed address or at any other address provided to the Company by the director for this purpose, or
- (c) orally, by delivery of written notice or by telephone, voice mail, e-mail, fax or any other method of legibly transmitting messages.

#### **When notice not required**

**11.6** It is not necessary to give notice of a meeting of the directors to a director if

- (a) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed or is the meeting of the directors at which that director is appointed, or
- (b) the director has filed a waiver under Article 11.8.

#### **Meeting valid despite failure to give notice**

**11.7** The accidental omission to give notice of any meeting of directors to any director, or the non-receipt of any notice by any director, does not invalidate any proceedings at that meeting.

#### **Waiver of notice of meetings**

**11.8** Any director may file with the Company a document signed by the director waiving notice of any past, present or future meeting of the directors and may at any time withdraw that waiver with respect to meetings of the directors held after that withdrawal.

#### **Effect of waiver**

**11.9** After a director files a waiver under Article 11.8 with respect to future meetings of the directors, and until that waiver is withdrawn, notice of any meeting of the directors need not be given to that director unless the director otherwise requires in writing to the Company.

#### **Quorum**

**11.10** The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is a majority of the directors.

#### **If only one director**

**11.11** If, in accordance with Article 10.1, the number of directors is one, the quorum necessary for the transaction of the business of the directors is one director, and that director may constitute a meeting.

## **Part 12 — Committees of Directors**

#### **Appointment of committees**

**12.1** The directors may, by resolution,

- (a) appoint one or more committees consisting of the director or directors that they consider appropriate,
- (b) delegate to a committee appointed under paragraph (a) any of the directors' powers, except
  - (i) the power to fill vacancies in the board,
  - (ii) the power to change the membership of, or fill vacancies in, any committee of the board, and

- (iii) the power to appoint or remove officers appointed by the board, and
- (c) make any delegation referred to in paragraph (b) subject to the conditions set out in the resolution.

#### **Obligations of committee**

- 12.2** Any committee formed under Article 12.1, in the exercise of the powers delegated to it, must
- (a) conform to any rules that may from time to time be imposed on it by the directors, and
  - (b) report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after the act or thing has been done.

#### **Powers of board**

- 12.3** The board may, at any time,
- (a) revoke the authority given to a committee, or override a decision made by a committee, except as to acts done before such revocation or overriding,
  - (b) terminate the appointment of, or change the membership of, a committee, and
  - (c) fill vacancies in a committee.

#### **Committee meetings**

- 12.4** Subject to Article 12.2 (a),
- (a) the members of a directors' committee may meet and adjourn as they think proper,
  - (b) a directors' committee may elect a chair of its meetings but, if no chair of the meeting is elected, or if at any meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting,
  - (c) a majority of the members of a directors' committee constitutes a quorum of the committee, and
  - (d) questions arising at any meeting of a directors' committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting has no second or casting vote.

### **Part 13 — Officers**

#### **Appointment of officers**

- 13.1** The board may, from time to time, appoint a president, secretary or any other officers that it considers necessary, and none of the individuals appointed as officers need be a member of the board.

#### **Functions, duties and powers of officers**

- 13.2** The board may, for each officer,
- (a) determine the functions and duties the officer is to perform,
  - (b) entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit, and
  - (c) from time to time revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

#### **Remuneration**

- 13.3** All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the board thinks fit and are subject to termination at the pleasure of the board.

### **Part 14 — Disclosure of Interest of Directors**

#### **Other office of director**

- 14.1** A director may hold any office or place of profit with the Company (other than the office of auditor of the Company) in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

#### **No disqualification**

- 14.2** No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser or otherwise.

### **Professional services by director or officer**

**14.3** Subject to compliance with the provisions of the *Business Corporations Act*, a director or officer of the Company, or any corporation or firm in which that individual has an interest, may act in a professional capacity for the Company, except as auditor of the Company, and the director or officer or such corporation or firm is entitled to remuneration for professional services as if that individual were not a director or officer.

### **Accountability**

**14.4** A director or officer may be or become a director, officer or employee of, or may otherwise be or become interested in, any corporation, firm or entity in which the Company may be interested as a shareholder or otherwise, and, subject to compliance with the provisions of the *Business Corporations Act*, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other corporation, firm or entity.

## **Part 15 — Indemnification**

### **Indemnification of directors**

**15.1** The directors must cause the Company to indemnify its directors and former directors, and their respective heirs and personal or other legal representatives to the greatest extent permitted by Division 5 of Part 5 of the *Business Corporations Act*.

### **Deemed contract**

**15.2** Each director is deemed to have contracted with the Company on the terms of the indemnity referred to in Article 15.1.

## **Part 16 — Dividends**

### **Declaration of dividends**

**16.1** Subject to the rights, if any, of shareholders holding shares with special rights as to dividends, the directors may from time to time declare and authorize payment of any dividends the directors consider appropriate.

### **No notice required**

**16.2** The directors need not give notice to any shareholder of any declaration under Article 16.1.

### **Directors may determine when dividend payable**

**16.3** Any dividend declared by the directors may be made payable on such date as is fixed by the directors.

### **Dividends to be paid in accordance with number of shares**

**16.4** Subject to the rights of shareholders, if any, holding shares with special rights as to dividends, all dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

### **Manner of paying dividend**

**16.5** A resolution declaring a dividend may direct payment of the dividend wholly or partly by the distribution of specific assets or of paid up shares or fractional shares, bonds, debentures or other debt obligations of the Company, or in any one or more of those ways, and, if any difficulty arises in regard to the distribution, the directors may settle the difficulty as they consider expedient, and, in particular, may set the value for distribution of specific assets.

### **Dividend bears no interest**

**16.6** No dividend bears interest against the Company.

### **Fractional dividends**

**16.7** If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

## **Payment of dividends**

- 16.8** Any dividend or other distribution payable in cash in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed
- (a) subject to paragraphs (b) and (c), to the address of the shareholder,
  - (b) subject to paragraph (c), in the case of joint shareholders, to the address of the joint shareholder whose name stands first on the central securities register in respect of the shares, or
  - (c) to the person and to the address as the shareholder or joint shareholders may direct in writing.

## **Receipt by joint shareholders**

- 16.9** If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

## **Part 17 — Accounting Records**

### **Recording of financial affairs**

- 17.1** The board must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the provisions of the *Business Corporations Act*.

## **Part 18 — Execution of Instruments under Seal**

### **Who may attest seal**

- 18.1** The Company's seal, if any, must not be impressed on any record except when that impression is attested by the signature or signatures of
- (a) any 2 directors,
  - (b) any officer, together with any director,
  - (c) if the Company only has one director, that director, or
  - (d) any one or more directors or officers or persons as may be determined by resolution of the directors.

### **Sealing copies**

- 18.2** For the purpose of certifying under seal a true copy of any resolution or other document, the seal must be impressed on that copy and, despite Article 18.1, may be attested by the signature of any director or officer.

## **Part 19 — Notices**

### **Notice to joint shareholders**

- 19.1** A notice, statement, report or other record may be provided by the Company to the joint registered shareholders of a share by providing the notice to the joint registered shareholder whose name stands first on the central securities register in respect of the share.

### **Notice to trustees**

- 19.2** If a person becomes entitled to a share as a result of the death, bankruptcy or incapacity of a shareholder, the Company may provide a notice, statement, report or other record to that person by
- (a) mailing the record, addressed to that person
    - (i) by name, by the title of representative of the deceased or incapacitated shareholder, by the title of trustee of the bankrupt shareholder or by any similar description, and
    - (ii) at the address, if any, supplied to the Company for that purpose by the person claiming to be so entitled, or
  - (b) if an address referred to in paragraph (a) (ii) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

## **Part 20 — Restriction on Share Transfer**

### **Application**

- 20.1** Article 20.2 does not apply to the Company if and for so long as it is a public company or a pre-existing reporting company.

### **Consent required for transfer**

- 20.2** No shares may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.



Telephone: 1 877 526-1526
www.bcreg.ca

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

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

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

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 Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

A NAME OF COMPANY - Choose one of the following:

- The name \_\_\_\_\_ is the name reserved for the company to be incorporated. The name reservation number is \_\_\_\_\_, OR
The company is to be incorporated with a name created by adding "B.C. Unlimited Liability Company" after the incorporation number of the company.

B INCORPORATION EFFECTIVE DATE - Choose one of the following:

- The incorporation is to take effect at the time that this application is filed with the registrar.
The incorporation is to take effect at 12:01a.m. Pacific Time on \_\_\_\_\_ being a date that is not more than ten days after the date of the filing of this application.
The incorporation is to take effect at \_\_\_\_\_ a.m. or \_\_\_\_\_ p.m. Pacific Time on \_\_\_\_\_ being a date and time that is not more than ten days after the date of the filing of this application.

C INCORPORATOR NAME(S) AND MAILING ADDRESS(ES)

If an incorporator is a corporation or firm, enter the full name of the corporation or firm. Attach an additional sheet if more space is required.

CORPORATION OR FIRM NAME

LAST NAME FIRST NAME MIDDLE NAME

MAILING ADDRESS PROVINCE/STATE COUNTRY POSTAL CODE/ZIP CODE

CORPORATION OR FIRM NAME

LAST NAME FIRST NAME MIDDLE NAME

MAILING ADDRESS PROVINCE/STATE COUNTRY POSTAL CODE/ZIP CODE

CORPORATION OR FIRM NAME

LAST NAME FIRST NAME MIDDLE NAME

MAILING ADDRESS PROVINCE/STATE COUNTRY POSTAL CODE/ZIP CODE

---

**D COMPLETING PARTY – The completing party must be an individual, not a corporation or a firm**

LAST NAME

FIRST NAME

MIDDLE NAME

---

**E MAILING ADDRESS OF COMPLETING PARTY**

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

---

**F COMPLETING PARTY STATEMENT**

FIRST NAME

MIDDLE NAME

LAST NAME

I, \_\_\_\_\_  
the completing party, have examined the Articles and Incorporation Agreement applicable to the company that is to be incorporated by the filing of this Incorporation Application and confirm that:

- (a) the Articles and Incorporation Agreement both contain a signature line for each person identified as an incorporator in the Incorporation Application with the name of that person set out legibly under the signature line,
- (b) an original signature has been placed on each of those signature lines, and
- (c) I have no reason to believe that the signature placed on a signature line is not the signature of the person whose name is set out under that signature line.

NAME OF COMPLETING PARTY

SIGNATURE OF COMPLETING PARTY

DATE SIGNED

YYYY / MM / DD

---

**X**



# NOTICE OF ARTICLES

## B.C. UNLIMITED LIABILITY COMPANY STATEMENT

The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*.

### A NAME OF COMPANY

Set out the name of the company as set out in Item A of the Incorporation Application.

### B TRANSLATION OF COMPANY NAME

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

### C DIRECTOR NAME(S) AND ADDRESS(ES)

Set out the full name, delivery address and mailing address (if different) of every director of the company. The director 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

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

**D REGISTERED OFFICE ADDRESSES**

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE	POSTAL CODE
<b>BC</b>	

MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE	POSTAL CODE
<b>BC</b>	

**E RECORDS OFFICE ADDRESSES**

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE	POSTAL CODE
<b>BC</b>	

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE	POSTAL CODE
<b>BC</b>	

**F AUTHORIZED SHARE STRUCTURE**

An unlimited liability company must set out on the face of each share certificate issued by it the following statement:

The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*.

Identifying name of class or series of shares	Maximum number of shares of this class or series of shares that the company is authorized to issue, or indicate there is no maximum number.		Kind of shares of this class or series of shares.			Are there special rights or restrictions attached to the shares of this class or series of shares?	
	THERE IS NO MAXIMUM (✓)	MAXIMUM NUMBER OF SHARES AUTHORIZED	WITHOUT PAR VALUE (✓)	WITH A PAR VALUE OF (\$)	Type of currency	YES (✓)	NO (✓)