

Continuing Your Company Out of British Columbia

Thank you for your request on how to continue out of British Columbia under section 308 of the *Business Corporations Act*.

STEP ONE

Be or Get In Good Standing

Before the registrar will authorize the continuation out of a company, the registrar requires the company to be in good standing. Good standing means the company has complied with section 51 (up to date on annual report filings) and section 120 (required number of directors) of the *Business Corporations Act*.

To file any outstanding annual reports or director change notices, logon to Corporate Online. Each filing has online help information you can access to help you through the process. Visit Corporate Online at www.corporateonline.gov.bc.ca and complete your filing using a credit card or for BC OnLine customers, file using your BC OnLine account.

For questions about connecting to the system to file electronically over the Internet, contact the BC OnLine help desk at 1 800 663-6102. Internet terminals are located at most government agent offices, libraries and at Internet cafés.

The Corporate Online system is available for online filing from 6:00 a.m. to 10:00 p.m. Monday through Saturday and from 1:00 p.m. to 10:00 p.m. on Sunday, including statutory holidays.

Note that due to system maintenance, the Sunday opening at 1:00 p.m. is not guaranteed, although every effort will be made to ensure the system is available at that time.

If you prefer to file by mail, contact Dye & Durham by calling toll free 1 800 268-7580 or visit www.dyedurham.com. An additional service fee will apply.

STEP TWO

Get Registrar Authorization

Once the company is in good standing, complete and submit to the registrar the Continue Out Application (FORM 45 COM, attached) along with the filing fee. In addition to the application, provide the name and address of the person who is to receive the letter of authorization issued by the registrar.

The registrar's office will examine the application and if acceptable, will file it and issue an authorization to the company to continue out of British Columbia. The authorization expires six months after the date the letter of authorization is issued by the registrar.

Under section 310 (refer to Appendix A), a company must not continue out to another jurisdiction unless the laws of that jurisdiction provide, in effect, for the provisions listed in Item D of the Continue Out Application (FORM 45 COM).

Note: Unless specific instructions are given, the registrar's authorization letter will be mailed to the person who submitted the Continue Out Application.

FEES

All filings must include the fees as follows:

Continue Out Application	\$ 350.00
Priority Service (optional)	\$ 100.00

All filings are processed on a first-come, first-served basis unless you pay an additional priority fee. If the filings are being submitted on a priority basis, clearly indicate on both the envelope and the documentation that the submission is a priority.

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

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

Send your documentation, with cheque or money order payable to the Minister of Finance, by mail to:

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

or by courier to:

Corporate Registry
200 - 940 Blanshard Street
Victoria BC V8W 3E6

STEP THREE

Advise the Registrar when Complete

Once the registrar's authorization has been received and the company has continued into the new jurisdiction, the continued corporation must promptly file with the registrar a copy of any record issued to it by the foreign jurisdiction to effect or confirm the continuation (refer to Appendix A section 311).

There is no additional fee to file this document with the registrar.

Upon receipt of the record, the registrar's office will publish a notice that the company has continued out of the province on the Queen's Printer website, www.bclaws.ca.

ADDITIONAL INFORMATION

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

Business Corporations Act (SBC 2002) Chapter 57

Part 9 – Company Alterations

Division 8 – Transfer of Incorporation

Section 308 – Application for continuation out of British Columbia

Section 309 – Shareholders may dissent

Section 301 – When continuation out of British Columbia is prohibited

Section 311 – After continuation

Application for continuation out of British Columbia

- 308** (1) Subject to section 310, a company may, if it is authorized by the shareholders and by the registrar in accordance with this section, make an application to the appropriate official or public body of another jurisdiction requesting that the company be continued into that other jurisdiction as if the company had been incorporated under the laws of that other jurisdiction.
- (2) A company is authorized by the shareholders to apply for continuation into a jurisdiction other than British Columbia when the shareholders authorize the continuation by a special resolution.
- (3) Section 61 does not apply to a continuation under this section.
- (4) A company seeking, under subsection (1) of this section, to be continued into a foreign jurisdiction must, before applying to that foreign jurisdiction for continuation into that jurisdiction, apply to the registrar for an authorization under subsection (5).
- (5) The registrar must authorize the company to continue into the foreign jurisdiction if the registrar is satisfied that the company has filed with the registrar all of the records that the company is required to file with the registrar under this Act.
- (6) The authorization given by the registrar under subsection (5) of this section expires 6 months after the date on which that authorization was given.

Shareholders may dissent

- 309** Any shareholder of a company may send a notice of dissent, under Division 2 of Part 8, in respect of a resolution under section 308 (2) to authorize the continuation of the company into a jurisdiction other than British Columbia, to the company or, if the continuation has taken effect, to the continued corporation.

When continuation out of British Columbia prohibited

- 310** A company must not apply to be continued into another jurisdiction unless the laws of that other jurisdiction provide, in effect, that, after continuation,
- (a) the property, rights and interests of the company continue to be the property, rights and interests of the continued corporation,
 - (b) the continued corporation continues to be liable for the obligations of the company,
 - (c) an existing cause of action, claim or liability to prosecution is unaffected,
 - (d) a legal proceeding being prosecuted or pending by or against the company may be prosecuted or its prosecution may be continued, as the case may be, by or against the continued corporation, and
 - (e) a conviction against, or a ruling, order or judgment in favour of or against, the company may be enforced by or against the continued corporation.

After continuation

- 311** (1) Promptly after the date on which a company is continued into another jurisdiction, the continued corporation must file with the registrar a copy of any record issued to it by the other jurisdiction to effect or confirm the continuation.
- (2) After a record referred to in subsection (1) is filed, the registrar must publish in the prescribed manner a notice that the company in respect of which the record was filed has been continued into that other jurisdiction.
- (3) The company ceases to be a company within the meaning of this Act when the company is continued into the other jurisdiction.

This is an unofficial excerpt from the *Business Corporations Act* and is enclosed for ease of reference only. For complete information, refer to the *Business Corporations Act*. Acts and regulations are available for purchase through Crown Publications at www.crownpub.bc.ca.



CONTINUE OUT APPLICATION
BUSINESS CORPORATIONS ACT, section 308

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

This form is to be used when applying to the registrar for authorization for the company to continue to become a foreign corporation.

Under section 308(1) of the Business Corporations Act (the act), a company may, if authorized by its shareholders and by the registrar, make application to the appropriate official or public body of another jurisdiction requesting that the company be continued into that other jurisdiction as if the company had been incorporated under the laws of that other jurisdiction.

Authorization by the registrar is conditional on the company being in good standing by complying with section 51 (up to date on annual report filings) and section 120 (required number of directors) of the act.

The authorization expires 6 months after the date the letter of authorization is issued by the registrar.

Under section 311(1) of the act, the continued corporation must promptly file with the registrar a copy of any record issued to it by the foreign jurisdiction to effect or confirm the continuation.

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.

Item B Enter the name exactly as shown on the Certificate of Incorporation, Amalgamation, Continuation or Change of Name.

Item C Enter the name of the foreign jurisdiction where the company will continue to.

Item D Under section 310 of the act, a company must NOT apply to be continued into another jurisdiction unless, after continuation, the laws of that other jurisdiction include all the provisions listed in "Item D".

Filing Fee: \$350.00

Submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

A INCORPORATION NUMBER OF COMPANY

B NAME OF COMPANY

C FOREIGN JURISDICTION INFORMATION - Enter the name of the foreign jurisdiction into which the company will continue.

D I confirm that the laws of the foreign jurisdiction to which the continued corporation will be subject provide, in effect, for the following:

- the property, rights and interest of the company continue to be the property, rights and interests of the continued corporation,
the continued corporation continues to be liable for the obligations of the company,
an existing cause of action, claim or liability to prosecution is unaffected,
a legal proceeding being prosecuted or pending by or against the company may be prosecuted or its prosecution may be continued, as the case may be, by or against the continued corporation, and
a conviction against, or a ruling, or judgment in favour of or against, the company may be enforced by or against the continued corporation.

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

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE COMPANY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE COMPANY

DATE SIGNED

YYYY / MM / DD

X