

INFORMATION TO REGISTER A FOREIGN ENTITY (FORMED OUTSIDE OF CANADA) AS AN EXTRAPROVINCIAL COMPANY IN BRITISH COLUMBIA

Thank you for your request on how to register a foreign entity (formed outside of Canada) as an extraprovincial company in British Columbia.

STEP ONE

The first step for a foreign entity to register in B.C. as an extraprovincial company is to apply for a name approval. The name reserved must be the foreign entity's own name in its current jurisdiction.

If the foreign entity's own name is not available, the foreign entity may reserve and adopt an assumed name for use in B.C. Refer to [Appendix A](#) for additional information.

The [Name Approval Request](#) form is attached. The filing fee for the Name Approval Request is \$30.

You can apply for your name in the following ways:

OVER THE INTERNET:

Go to Name Requests Online at www.bcregistrynames.gov.bc.ca to submit your Name Approval Request electronically to the Name Reservation Unit for examination, 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 your local Service BC Centre office. Upon payment of the specified fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for examination, at the Corporate Registry. For a location near you, go to www.servicebc.gov.bc.ca

BY ONESTOP SERVICE DELIVERY LOCATION:

Visit your local OneStop service delivery location. Upon payment of the specified fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for examination, at the Corporate Registry. User fees may apply. For a location near you, go to www.bcbusinessregistry.ca

Note: OneStop service delivery locations are able to assist with some business start-up information. Once your business has been established, the OneStop locations are a great source for business resource materials.

BY BC ONLINE

If you have a BC OnLine account you can submit your request electronically.

BY MAIL

Submit your Name Approval Request form, with the \$30 fee by cheque or money order payable to the Minister of Finance, to the Corporate Registry, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

Note: Once your name is approved, it is reserved for you for a period of 56 calendar days.

The Registration Statement to register a foreign entity as an extraprovincial company cannot be processed until the name has been approved and reserved.

STEP TWO

Once the name has been approved and reserved, the next step in the process is to complete the attached Registration Statement. Instructions for completion of form:

Item B

- 1) Enter the identifying number in the foreign entity's current jurisdiction.
- 2) Enter the name used by the foreign entity in its current jurisdiction.
- 3) Enter the most recent of the following dates, the date the foreign entity was incorporated or organized, the date it was amalgamated, or the date it was continued or transferred.
- 4) Enter the jurisdiction in which the foreign entity was incorporated or in the case of a foreign entity that is a limited liability company, the jurisdiction in which it was organized.

If the foreign corporation resulted from an amalgamation or similar process, enter the jurisdiction in which the most recent amalgamation or similar process occurred. Or, if the corporation has since the later of its incorporation or any amalgamation been continued or otherwise transferred, enter the jurisdiction into which the corporation was most recently continued or transferred.

Item C

Enter the delivery and mailing address of the head office of the foreign entity, whether or not the head office is in B.C. The delivery address must be for a location that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The delivery address must not be a post office box.

Item D

A foreign entity registered as an extraprovincial company must ensure it has one or more attorneys, or under its charter (or similar record), have its head office in B.C. If its head office is in B.C., the foreign entity may choose to appoint one or more attorneys. Each attorney for an extraprovincial company must be either,

- 1) an individual who is resident in B.C., *OR*,
- 2) a company incorporated in B.C.

The delivery address of an attorney who is an individual is the address of the office in B.C. where the individual can usually be reached between 9 a.m. and 4 p.m. on business days for the delivery of records. Or, if the attorney is a B.C. company, the delivery address is for the registered office of the company which must be for a location in B.C. that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. A delivery address must not be a post office box.

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

In addition to the Registration Statement, **the foreign entity** (formed outside of Canada) **must submit proof of existence** (e.g. certificate of status) **certified by the foreign entity's home jurisdiction.**

STEP THREE

Submit the completed and signed Registration Statement and certified proof of existence to the Corporate Registry for filing.

All filings must include the fees as follows:

Registration Application \$350.00
Priority Service (optional) \$100.00

All filings are processed on a first-come, first-served basis unless you pay an additional priority fee. If you wish the filings to be processed on a **priority basis**, an **additional \$100 for each service** will be required. If the filings are being submitted on a priority basis, clearly indicate on both the envelope and the filings that the submission is a priority.

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

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.

Form 33 must be submitted on paper as the home jurisdiction is outside of Canada. Send your filings, with cheque or money order payable to the Minister of Finance, to:

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

STEP FOUR

Once the Registration Statement has been filed, the registrar will provide confirmation of the registration of the foreign entity as an extraprovincial company by issuing and providing a certificate of registration and a copy of the registration statement to the company's head office. All appointed attorneys will receive a copy of the registration statement. The registrar will also publish notice of the registration 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.

**SAMPLE OF AN
ASSUMED NAME
UNDERTAKING**

*A foreign entity that has its own name rejected as not available may reserve and adopt an assumed name for use in B.C. In order to complete the registration of an extraprovincial company in B.C. with an assumed name, the **foreign entity must provide** the registrar with a covering letter, attaching the undertaking. See below for sample wording of the undertaking.*

Once the foreign entity is registered it is deemed to have adopted the assumed name.

BUSINESS CORPORATIONS ACT

UNDERTAKING
TO CARRY ON BUSINESS
UNDER AN ASSUMED NAME

To: Registrar of Companies in British Columbia

[Insert name of foreign entity] hereby undertakes in accordance with section 26 of the *Business Corporations Act*, that, after its registration as an extraprovincial company, the foreign entity will carry on all of its business in British Columbia under the assumed name [*insert assumed name*].

Dated [*insert date – YYYY/MM/DD*]

[signature of authorized signing authority]
[typed name of authorized signing authority
for the foreign entity]

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, 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 Approval 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 Name Reservation Section 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.bcregistryservices.gov.bc.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 to submit your Name Approval Request electronically, for examination by the Name 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.

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.

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

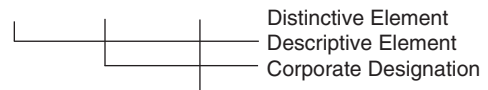
You can also apply for your name by visiting the Names Unit located on the 2nd Floor, Suite 200, 940 Blanshard Street, Victoria, BC V8W 3E6.

Results will be confirmed in the same manner as the application was made.

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

Incorporating companies **must have as the last word in the 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 may have "Limited Liability Company" or "LLC." as the last word in 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 "ç" 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.bcregistryservices.gov.bc.ca

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

Location: 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 Executive Coordinator of the BC Registry Services 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 DATE RECEIVED
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 CORPORATION) PROPRIETORSHIP/PARTNERSHIP SOCIETY FINANCIAL INSTITUTION COOPERATIVE ASSOCIATION

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

ADDITIONAL INFORMATION

Name Request (first choice) PLEASE TYPE OR PRINT CLEARLY

Name Request (second choice) PLEASE TYPE OR PRINT CLEARLY

Name Request (third choice) PLEASE TYPE OR PRINT CLEARLY



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

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 Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

A NAME RESERVED FOR THE FOREIGN ENTITY

Complete section 1, 2 OR 3:

- 1. The name _____ being the foreign entity's own name has been reserved. The name reservation number is _____.
2. The foreign entity's own name _____ is not available and, therefore, the assumed name _____ has been reserved. The name reservation number for the assumed name is _____.
3. No name has been reserved because the foreign entity is a federal corporation with the name _____

B FOREIGN ENTITY'S CURRENT JURISDICTION - If the current jurisdiction is other than a Canadian province, territory, or the federal government, attach proof of existence of the foreign entity, certified by its jurisdiction.

- 1. Corporate number assigned to the foreign entity by its current jurisdiction _____
2. Foreign entity's name in the foreign jurisdiction _____
3. Foreign entity's date of incorporation, organization or most recent date of amalgamation or continuation [YYYY / MM / DD]
4. Foreign entity's current jurisdiction of incorporation, organization, amalgamation or continuation _____

C HEAD OFFICE ADDRESSES

Table with 4 columns: DELIVERY ADDRESS OF HEAD OFFICE, PROVINCE/STATE, COUNTRY, POSTAL CODE/ZIP CODE. Includes a second row for MAILING ADDRESS OF HEAD OFFICE.

D NAME OF ATTORNEY(S) *(If any)*

Enter the full name and the mailing and delivery address of each attorney.

LAST NAME

FIRST NAME

MIDDLE NAME

COMPANY NAME

DELIVERY ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

MAILING ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

LAST NAME

FIRST NAME

MIDDLE NAME

COMPANY NAME

DELIVERY ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

MAILING ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

If additional space is needed to enter more than two attorneys, please attach a separate sheet of paper.

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

NAME OF AUTHORIZED SIGNING AUTHORITY
FOR THE FOREIGN ENTITY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY
FOR THE FOREIGN ENTITY

DATE SIGNED
YYYY / MM / DD

X



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

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

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

INSTRUCTIONS:

Please type or print clearly in block letters.

The Province of British Columbia has entered into a partnership with the Canada Revenue Agency (CRA) to use the national Business Number (BN) as a convenient way for corporations to identify themselves when communicating with federal and provincial governments.

The Corporate Registry, under the authority of the Business Number Act, is therefore collecting the BN from both corporations applying for registration in British Columbia and corporations currently registered in British Columbia. This will allow corporations to use their BN as an identifier the next time they communicate with the Corporate Registry.

You will already have a BN if you have been incorporated federally or if you are incorporated in another Canadian jurisdiction.

You may have also received a BN from CRA if you:

- collect GST/HST;
have employees;
import or export goods to or from Canada;
operate a taxi or limo service;
are registered with WorkSafeBC, and/or;
are registered to do business in another Canadian jurisdiction

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

COMPLETE ITEM A OR B

A BUSINESS NUMBER

Your Business Number (e.g., GST/HST account) would be displayed as a 15 character identifier, for example: 82123 5679 RT 0001. The first nine numbers uniquely identify your business - it's those numbers we need.

Please enter the first 9 digits here:

[Empty box for entering the first 9 digits of the Business Number]

B DIRECTOR NAME

If you do not have a Business Number please enter the name of a director of your corporation (as per CRA requirements) so that we can request one for you. The director's name is confidential information and is collected under the authority of the Business Number Act.

LAST NAME

FIRST NAME