
PART 1 – PREPARING TO FILE A TRANSITION APPLICATION

INTRODUCTION

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

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

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

FILING CHOICES

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

1. You can file the application yourself electronically over the Internet for free, OR
2. You can complete the paper version of the Transition Application and mail it to the Corporate Registry's preferred service provider, Dye & Durham, who will file it on your behalf for a service fee of \$29.95.

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

BEFORE YOU BEGIN

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

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

FILING A TRANSITION APPLICATION ONLINE

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

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

FILING A TRANSITION APPLICATION USING DYE AND DURHAM

1. Complete the Transition Application and the Notice of Articles that are attached as Form 43 in the back of this guide.
2. Include your access code or password (if the company has created one) on the form. You may use the access code from any annual report reminder (Box C).
3. Enclose a cheque payable to Dye & Durham for the online filing fee of \$29.95 and mail the application form to:

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

4. There are convenient drop-off locations that can be used instead. In addition, arrangements can be made to file by fax and email.
5. Dye & Durham will check all the information to make sure the required fields are completed.
6. After Dye & Durham has submitted the form online on your behalf, they will send you confirmation of the filing in the form of a certified copy of the Transition Application.
7. When you receive the certified copy of the Transition Application, attach it to the resolution of the director(s) authorizing the filing of the Transition Application and store it with your other company records.
8. Lastly, refer to Part 3 of the Transition Guide (Version 2) on how to complete the Transition Process. Part 3 covers the other things you may need to do to ensure your company's records comply with the new Act. Part 3 DOES NOT require you to file anything else with the Corporate Registry.
9. For further information on how to submit the paper version of the Transition Application contact Dye & Durham toll free at **1 800 665-6211**.

CONTACTS AND RESOURCES

CORPORATE ONLINE

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

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

PREFERRED SERVICE PROVIDER

The Corporate Registry has selected Dye & Durham as the preferred service provider to assist customers who do not want to file electronically. Dye & Durham can file your Transition Application, Notice of Change of Directors and Notice of Change of Address. Customers can also phone Dye & Durham for a free copy of Part 1, 2 or 3 of the Transition Guide (Version 2).



For more information about how Dye & Durham can help you, call toll free at 1 800 665-6211. Or visit www.dyedurhambc.com and scroll down to the bottom of the page. Click on the link “Corporate Online Preferred Service Provider”.

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

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

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

TRANSITION HELP LINE

For further assistance call the Transition Help Line toll free at 1 888 356-8017.

GLOSSARY OF TERMS

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

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

Any Questions?
Call the Transition Help Line toll free at 1 888 356-8017

Appendix A – Pre-Filing Checklist

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

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

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

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

To file online go to www.corporateonline.gov.bc.ca. The cost for each filing is \$21.59.

To file a Notice of Change by paper contact the Corporate Registry's service provider, Dye & Durham, at 1 800 665-6211. The cost for filing by paper is \$34.30. This includes their service fee.

For more information call Dye & Durham toll free at 1 800 665-6211 or visit www.dyedurhambc.com. Their location and mailing address is:

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

Appendix B – Sample Company Memorandum

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

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

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

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

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

Two (2) common shares without
par value

Total Shares Taken:

Two (2) common shares
Without par value

DATED the 8th day of July 2003.

Appendix C - Directors' Resolution Authorizing Transition Application

_____ [*name of Company*]
(the "Company")

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

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

RESOLVED:

1. That a Transition Application including a notice of articles for the company be filed with the Registrar of Companies.

2. That any director or officer of the Company is authorized and directed to file the transition application for the Company to give effect to these resolutions.

DATED this ____ day of _____, 200_

Signature _____

Name of Director

Signature _____

Name of Director

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

Internet: www.fin.gov.bc.ca/registries

Freedom of Information and Protection of Privacy Act (FOIPPA)
The personal information requested on this form is made available to the public under the authority of the *Business Corporations Act*. Questions about how the *FOIPPA* applies to this personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

**If you do not want to file your form over the Internet,
contact Dye & Durham toll free at 1 800 665-6211.
Dye & Durham will file this form on your behalf for
a cost of \$29.95.**

ENTER ACCESS CODE OR COMPANY PASSWORD

A INCORPORATION NUMBER OF COMPANY

B NAME OF COMPANY

Enter the name of the company applying for transition.

C 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

NOTICE OF ARTICLES

A NAME OF COMPANY

Set out the name of the company. The name must be the name that the company had immediately before the time of this filing.

B TRANSLATION OF 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 name and prescribed address of each individual who was, immediately before the time of this filing, a director of the company. A prescribed address for a director is 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. Before this form can be filed, the company must ensure that immediately before the transition application is submitted to the registrar for filing, the information in the corporate register respecting the directors of the company is correct. 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		
LAST NAME	FIRST NAME	MIDDLE NAME

D REGISTERED OFFICE ADDRESSES

Set out the delivery and mailing addresses of the office that was the registered office of the company immediately before the time of this filing.

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE	PROVINCE	POSTAL CODE
	BC	
MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE	PROVINCE	POSTAL CODE
	BC	

E RECORDS OFFICE ADDRESSES

Set out the delivery and mailing addresses of the office that was the records office of the company immediately before the time of this filing.

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE	POSTAL CODE
BC	

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE	POSTAL CODE
BC	

F PRE-EXISTING COMPANY PROVISIONS (refer to Part 17 and Table 3 of the Regulation under the *Business Corporations Act*)

Pre-existing Company Provisions apply to this company.

G AUTHORIZED SHARE STRUCTURE

Set out the authorized share structure of the company. The information set out must reflect the information that was contained in the company's memorandum or articles immediately before the time of this filing. Attach an additional sheet if more space is required.

For each class or series of shares please **re-state** the information contained in the company's memorandum or articles.

- The identifying name of each class or series of its shares.
- The maximum number of shares of the class or series of shares that the company is authorized to issue.
- The kind of shares of the class or series of shares – state whether the shares are without par value or with par value – if with par value, state the amount of the par value, in Canadian dollars.
- Whether or not there are special rights or restrictions attached to the shares of the class or series of shares.

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	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?	
		WITHOUT PAR VALUE (✓)	WITH A PAR VALUE OF (\$)	TYPE OF CURRENCY	YES (✓)	NO (✓)
				CAD		
				CAD		
				CAD		
				CAD		
				CAD		
				CAD		
				CAD		
				CAD		