

CORPORATE PROCEDURE BASICS FOR LEGAL SUPPORT STAFF  
PAPER 8.1

## Extraprovincial Registration

These materials were prepared by Diana Haynes of DB Legal publishing Inc., Vancouver, BC, for the Continuing Legal Education Society of British Columbia, June 2010.

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## EXTRAPROVINCIAL REGISTRATION IN BRITISH COLUMBIA

### I. REGISTRATION REQUIREMENTS

Federal corporations and limited liability companies or corporations from other provinces, territories or countries are only permitted to carry on business in British Columbia subject to the registration requirements in Part 11 of the Act. Any incorporated entity with a home jurisdiction outside British Columbia falls within the Act's definition of a "foreign entity". A foreign entity **must** register as an extraprovincial company within **two months** after it begins to carry on business in British Columbia. Pursuant to section 375 (2) the Act, a foreign entity is deemed to carry on business if:

- “(a) *its name, or any name under which it carries on business, is listed in a telephone directory*
- (i) *for any part of British Columbia, and*
- (ii) *in which an address or telephone number in British Columbia is given for the foreign entity;*
- (b) *its name, or any name under which it carries on business, appears or is announced in any advertisement in which an address or telephone number in British Columbia is given for the foreign entity;*
- (c) *it has, in British Columbia,*
- (i) *a resident agent, or*
- (ii) *a warehouse, office or place of business, or*
- (d) *it otherwise carries on business in British Columbia.”.*

Note: Paragraph (d): There are many circumstances in which a company may be considered to be carrying on business in the province, and being listed in a telephone directory or having a resident agent or a place of business are only a couple of examples.

The Act provides several exemptions from registration requirements for:

- banks, railways and the limited partners in a limited partnership (s. 375(3)); and
- foreign entities operating ships if they do not maintain a place of business in British Columbia, subject to any resident agent or representative of the foreign entity filing a Notice of Agency with the Registrar (s. 375(4) and (5)).

It is an offence under Section 426 (1)(b) for an extraprovincial company to contravene the registration requirements. If an offence under this section is alleged and prosecuted, the onus is on the accused to prove that the extraprovincial company is registered or is not required to be registered as an extraprovincial company (s. 426(9)). The fine prescribed for the purposes of section 428 (3) of the Act is \$100 per day that the offence continues (Regulation 35).

### II. REGISTRATION AND EFFECT OF REGISTRATION

#### A. Application for Registration

To register a foreign entity in British Columbia, it must (s. 376(1)):

### 8.1.3

- reserve its name or **an assumed** name under section 22 or 26, as the case may be (unless it is a federal corporation);

If the name of a foreign entity is not available because it conflicts with the name of an existing British Columbia company, or the name is unacceptable to the Registrar for some other reason, the foreign entity may register extraprovincially under an assumed name (s. 26);

- appoint one or more attorneys (unless it is a federal corporation with a registered office in British Columbia);
- file a Registration Statement (Form 33) with the Registrar; and
- provide the records and information to the Registrar that the Registrar may require.

#### **B. Certificate of Registration**

When these steps have been complied with to the satisfaction of the Registrar, the Registrar will register the foreign entity as an extraprovincial company in British Columbia. The Registrar must then:

- issue a Certificate of Registration showing:
  - the name and the assumed name (if applicable) of the extraprovincial company;
  - its registration number; and
  - the date and time of registration;
- furnish to the extraprovincial company at the mailing address shown for its attorney (or if more than one attorney, to one of its attorneys), or if there is no attorney, to the mailing address of its head office (s. 8(2)(c)), the Certificate of Registration and a copy of the Registration Statement;
- furnish a copy of the Registration Statement to each of the **attorneys**, if any, named in the registration statement; and
- publish a notice of the registration in the British Columbia Gazette.

#### **C. Powers**

Once the extraprovincial company has been registered in British Columbia for the purpose of carrying on business in the Province, it may exercise in British Columbia the powers contained in or permitted by its charter or similar record in the home jurisdiction (s. 378(2)).

However, the registration of a foreign entity as an extraprovincial company does not entitle the foreign entity to do either of the following:

- carry on any business or exercise any power that its charter or similar record restricts it from carrying on or exercising;
- exercise any of its powers in a manner inconsistent with those restrictions in its charter or similar record in the home jurisdiction.

### III. EXTRAPROVINCIAL REGISTRATION OF ALBERTA CORPORATIONS

#### A. TILMA (Trade, Investment and Labour Mobility Agreement)

On April 27, 2009, TILMA (Trade, Investment and Labour Mobility Agreement) between B.C. and Alberta was implemented. It simplifies and/or removes duplicated registration and reporting requirements for businesses incorporated in one province and extraprovincially registered in the other. If requirements are met in one province, they will be deemed to meet those of the other province. Under TILMA, most transactions in one province (British Columbia and/or Alberta) will be automatically communicated to the other province.

#### B. Registration Upon Incorporation

The name chosen for a new entity can be simultaneously reserved for extraprovincial registration in the other province, so that at the time of incorporation in one province, it is simply necessary to appoint an attorney and submit an address for the head office in the other province to effect registration.

After registration, the company will be required to keep the information regarding its head office and attorney for service current. All filings affecting the Alberta and British Columbia registrations must be made in the company's home jurisdiction.

#### C. Registration of an Existing Alberta Corporation

To extraprovincially register an existing Alberta corporation into British Columbia a TILMA Form 01 Registration Statement must be completed. This form is available on the Alberta Corporate Registry website. All forms are provided for the convenience of the submitter and are free of charge:

<http://www.servicealberta.gov.ab.ca/1535.cfm>

#### D. Filing Registration Statement

You can submit the completed and signed form either to an Alberta agent or to the Alberta Corporate Registry (by mail) at:

Corporate Registry	Tel:	1-780-427-7013
Service Alberta	Email: is:	cr@gov.ab.ca
PO Box 1007 Station Main		
Edmonton, Alberta T5J 4W6		

### IV. ATTORNEYS IN BRITISH COLUMBIA

#### A. Requirement for Attorneys

Every extraprovincial company<sup>(1)</sup> must at all times have one or more attorneys (s. 386) unless it is a federal corporation with its registered office in British Columbia, in which case it is not required to appoint an attorney in British Columbia but may do so. Note that if a federal company that does not have an attorney moves its registered office to another province, an attorney resident in British Columbia must be appointed.

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<sup>(1)</sup> Including Alberta corporations registered extraprovincially in British Columbia.

**B. Attorney Qualifications**

Each attorney for an extraprovincial company must be (s. 386(2)):

- an individual who is resident in British Columbia; or
- a company as defined in the Act, meaning a company recognized under the Act or a previous *Companies Act*.

**C. Address of Attorney**

The mailing address and the delivery address of an attorney must be (s. 386(3)):

- if the attorney is an **individual**, the mailing address and the delivery address of the office in British Columbia at which the individual can usually be reached during statutory business hours; or
- if the attorney is a **company**, the mailing address and the delivery address of that company's registered office in British Columbia.

**D. First Attorneys**

The first attorney or attorneys and their mailing and delivery addresses respectively are set out in the *Registration Statement* (Form 33) (s. 387).

**E. Resignation or Revocation**

If as a result of a resignation or revocation, the extraprovincial company no longer has an attorney in British Columbia, unless the extraprovincial company is a federal corporation, it would be in contravention of section 386 and it must comply with section 386 and appoint an attorney promptly after the event or action (s. 396).

**For Alberta corporations extraprovincially registered in British Columbia, any forms reflecting changes with respect to the appointment, resignation, removal or change of address of an attorney must be filed with the Alberta Corporate Registry.**

**CHECKLIST**

<b>Preliminary Steps</b>	
1	Review Instructions
2	If the client has only requested information as to the procedure and cost, prepare the <i>Transmittal Letter (setting out requirements for registration)</i> omitting the paragraphs dealing with the enclosure of the Registration Statement and request for supporting documents
3	<p>If the client instructs you to proceed with the registration, reserve the name. When reserving the name online, indicate that the reservation is for an extraprovincial company as follows:</p> <p>(a) insert “Y” in the Item marked “Extraprovincial Registration” and</p> <p>(b) indicate the location of the company’s incorporating (home) jurisdiction under “Jurisdiction”</p> <p><b>Note:</b> It is <b>not</b> necessary to reserve the name if the corporation is a <b>Canadian federal</b> corporation</p>



4	If the current name is not available, obtain an Assumed Name from the client and reserve the <b>Assumed Name</b> with the Registrar
5	<p>Prepare:</p> <p>(a) the <b>Registration Statement</b> (Form 33) containing:</p> <ul style="list-style-type: none"> <li>• the name reservation information for the foreign entity. This may be: <ul style="list-style-type: none"> <li>○ the name of the foreign entity and its reservation number;</li> <li>○ the foreign entity's assumed name and its reservation number; or</li> <li>○ the foreign entity's name, which is not reserved because it is a federal corporation;</li> </ul> </li> <li>• the foreign entity's current jurisdiction information: <ul style="list-style-type: none"> <li>○ the corporate number assigned to the foreign entity in its home jurisdiction;</li> <li>○ the foreign entity's name in its home jurisdiction;</li> <li>○ its date of incorporation, organization, or most recent date of amalgamation or continuation;</li> <li>○ its current jurisdiction of incorporation, organization, amalgamation, or continuation;</li> </ul> </li> <li>• the mailing and delivery address of the foreign entity's head office, whether or not the head office is in British Columbia.</li> <li>• the name and mailing and delivery address of each attorney, unless the corporation is a Federal corporation in which case it may, but is not required to, appoint an attorney.</li> </ul> <p>(b) Sample of an <b>Assumed Name Undertaking</b> <sup>(1)</sup> if applicable</p> <p>(c) <b>Request for Your Business Number – Form 1 (Business Number Act)</b> Obtain the business number from the client. If a Business Number does not yet exist, such as in the case of a non-Canadian corporation, obtain the name of a current director and insert in Section B of the Form 1 and a Business Number will be assigned upon registration.</p> <p><b>Note:</b> A business number should exist if the entity was formed within Canada. If the corporation is a newly incorporated Canadian corporation but has not yet been issued a business number in its home jurisdiction, and the extraprovincial registration must take place on a priority basis, submit the Form 1 advising that the corporation has not yet been issued a number. The Registrar will process the registration without the business number, with a request that the number be provided once it has been issued</p>

<sup>(1)</sup> If the foreign entity's own name is not available for use in B.C. and the foreign entity will be using an assumed name in B.C., an **Undertaking to Carry on Business under an Assumed Name** will be required.

6	<p><b>Alberta Corporations:</b></p> <p>(a) for an Alberta corporation not yet been incorporated, the registration may be effected by:</p> <ul style="list-style-type: none"> <li>• reserving the name in both B.C. and Alberta when making the B.C. name reservation</li> <li>• providing the name and mailing/delivery addresses of the Attorney or Attorneys, and the mailing/delivery address of the corporation’s head office when e-filing the incorporation application (without a <b>Registration Statement</b>)</li> </ul> <p>(b) for an existing Alberta corporation that did not register extraprovincially in British Columbia at the time of incorporation, but that now wishes to register, registration cannot be filed in B.C. but must be filed by the Alberta agent in Alberta or by mailing the Alberta TILMA form (Form 01) to the Alberta Registry. Specifically, you or the Alberta agent must:</p> <ul style="list-style-type: none"> <li>• reserve the name in B.C.;</li> <li>• if the name is not available, reserve an assumed name;</li> <li>• obtain head office address and B.C. attorney particulars;</li> <li>• prepare Alberta TILMA Form 01 and arrange to have it signed;</li> <li>• if an assumed name is required, prepare, have signed and provide an undertaking to the B.C. registry;</li> <li>• file Alberta TILMA Form 01 with the Alberta registry; and</li> <li>• ensure that the B.C. attorney is aware of and provided with the particulars of registration.</li> </ul>
7	<p>If the home jurisdiction is outside of Canada, request proof of existence from the client (ie: Certificate of Status, Certificate of Good Standing, etc.) certified by the foreign entities home jurisdiction. If the Certificate is not in English, the Registrar will require a notarially certified copy of the translation of the Certificate of Status into English. Note that original documents are required (faxed or PDF copies are not acceptable)</p>
8	<p>If the home jurisdiction is inside Canada, it is a good practice to obtain proof of existence from the client (ie: Certificate of Incorporation and any Certificates of Name Change to verify that the information on the Registration Statement is correct) – <b>Note:</b> This is not a requirement for registration.</p>
9	<p>Prepare the <b>Transmittal Letter (Setting out Requirements for Registration)</b></p>

<b>When The Signed Documents Are Received:</b>	
10	<p>Check:</p> <p>(a) that the Registration Statement is properly completed, dated and signed</p> <p>(b) that you have received all the requested documents in support of the application to register the foreign entity in British Columbia.</p>
11	If home jurisdiction is <b>inside</b> Canada, attend to electronically filing Registration Statement with Registrar of Companies
12	If home jurisdiction is <b>outside</b> Canada, forward the documents required for registration to the Registrar for filing by mail, registry agent or courier
13	If the registration is completed electronically, provide the client with registration particulars as soon as possible
14	If the registration is paper filed, contact agent in 2 – 3 days regarding the status of the registration or wait for return of documents from Registry. When registration particulars are received, report to the client.
15	<p>The Registrar will forward to the mailing address shown for its attorney (or if more than one attorney, to one of its attorneys), or if there is no attorney, to the mailing address of its head office (s. 8(2)(c)):</p> <p>(a) the Certificate of Registration and</p> <p>(b) a certified copy of the Registration Statement</p> <p>At the time of filing, you may you may request return of the certified documents by:</p> <ul style="list-style-type: none"> <li>• regular mail to the attorney for services mailing address;</li> <li>• regular mail to the contact name and address that you provide;</li> <li>• e-mail;</li> <li>• pickup by an agent.</li> </ul>

16	<p>Prepare the Records Book – check with your corporate supervisor or responsible solicitor whether it is the law firm’s policy to maintain a Records Book for extraprovincial companies. If so, file the documents as follows:</p> <table border="1" data-bbox="436 323 1412 592"> <thead> <tr> <th data-bbox="440 327 924 394">Tab in Records Book</th> <th data-bbox="924 327 1409 394">Documents</th> </tr> </thead> <tbody> <tr> <td data-bbox="440 394 924 588"><b>Registration Documents</b></td> <td data-bbox="924 394 1409 588">           Certificate of Extraprovincial Registration and             Certified copy of Registration Statement         </td> </tr> </tbody> </table> <p>If not, file the documents in the extraprovincial company’s corporate records file</p>	Tab in Records Book	Documents	<b>Registration Documents</b>	Certificate of Extraprovincial Registration and  Certified copy of Registration Statement
Tab in Records Book	Documents				
<b>Registration Documents</b>	Certificate of Extraprovincial Registration and  Certified copy of Registration Statement				
17	<p>Prepare a statement of account for services rendered and disbursements incurred if you will be forwarding an account at this time and attach it to the <b><i>Report to Company (on Registration in British Columbia)</i></b></p> <p>Prepare <b><i>Report to Company (on Registration in British Columbia)</i></b></p>				
18	<p>Complete the task in your database if you have one. Enter the registration particulars on the appropriate screen and verify that you have included the extraprovincial registration in the annual maintenance responsibilities for the company. If your system is a manual system, make sure that you diarize the registration anniversary date on all index cards and company checklists so that the company will be brought forward for the preparation of its annual report in each year</p>				

File No. \_\_\_\_\_

*{date}*

*{name and address of client}*

Letter to Client (Setting Out  
Requirements for Registration)

Dear \_\_\_\_\_:

**Re: *{Name of the Corporation}* (the “Corporation”) – Extraprovincial Registration**

***Insert the following two paragraphs if you are only requesting further instructions***

Thank you for your enquiry of *{Date}*. The *Business Corporations Act* of British Columbia (the “Act”) provides that a company may not carry on business in British Columbia unless it is registered as an Extraprovincial Company under the Act within two months after the Company begins to carry on business in the Province. Please let us know if you require more information on the definition of “carrying on business” as set out under the Act.

As soon as you decide to proceed with the extraprovincial registration of the Corporation, please advise us and we will reserve the name in British Columbia. If the name is not available because a prior registration or incorporation conflicts with your name, we will advise you and you may choose to register under an assumed name. The name will be reserved for a period of 56 days and during this time, others will be restricted from incorporating or registering a company with that name in British Columbia.

***You may also insert the paragraph below setting out the law firm’s fees and disbursements for registering the Extraprovincial Company and requesting a retainer. ‘***

***Insert the following paragraphs and the remainder of the letter if you have instructions and are proceeding with the extraprovincial registration***

We acknowledge receipt of your instructions and confirm that we would be pleased to act as your agents in registering the Corporation as an extraprovincial company in British Columbia.

We have reserved the name “ *{Name of Corporation}*” until *{Date}* for extraprovincial registration.

***Insert this paragraph if the foreign entity is a Canadian corporation***

To extraprovincially register the Corporation in British Columbia, you must complete two copies of the enclosed Registration Statement (Form 33) and have both copies signed as indicated. The instructions to complete the Registration Statement as set out in the Form are straightforward. However, please note the following:

***Insert this paragraph if the foreign entity is not a Canadian corporation***

To extraprovincially register the Corporation in British Columbia, you must:

1. Obtain an **original** Certificate of Status (or its equivalent in the incorporating jurisdiction) and if the Certificate is not in English, a notarially-certified copy of the translation into English.
2. complete two copies of the enclosed Registration Statement (Form 33) and have both copies signed as indicated. The instructions to complete the Registration Statement as set out in the Form are straightforward. However, please note the following:

***Adjust the paragraph numbering to suit the above paragraphs***

(a) **Item A**

The name must be exactly as reserved (see above). Please confirm that it matches the name as registered in the Corporation's incorporating jurisdiction. Show both the English and French versions of the Corporation's name if both versions have been so registered.

(b) **Items C and D**

Insert the Head Office delivery and mailing addresses that are the delivery and mailing addresses of the registered office of the Company in its home jurisdiction.

(c) **Item E**

Insert the name of the attorney. Please note that an attorney **{must/may}** be appointed for the Province of British Columbia. The attorney may be an individual residing in British Columbia or a company incorporated in British Columbia. The function of the attorney is to accept service of process in suits or proceedings against or by the Company in British Columbia. This appointment does not grant to the attorney any other power to act on behalf of or otherwise commit the Company.

If you wish, the writer, or another member of the law firm, would be pleased to act as attorney, in which case, we will complete Item E.

We also enclose a Request for Your Business Number – Form 1. Please complete the Business Number in Item A. If the number is not available, please complete the name of a current Director in Item B.

***If the foreign entity's own name is not available for use in B.C. and the foreign entity will be using an assumed name in B.C., include this paragraph:***

As the name of the Corporation is not available because it conflicts with the name of an existing British Columbia company, *or* the name is unacceptable to the Registrar because **{Reason}**, the Corporation will register in British Columbia under the assumed name **{Assumed Name}**, and accordingly, we enclose a Sample of an Assumed Name Undertaking.

***Insert this paragraph to set out the legal fees and disbursements of the law firm and request a retainer***

Our estimated legal fees, disbursements and appropriate taxes with respect to this registration will be as follows:

8.1.13

Legal fees:	\$ _____
Estimated disbursements:	\$ _____
Taxes	\$ _____
Total	\$ _____

Please provide us with a retainer in the amount of \$ \_\_\_\_\_ when you return the documents to us.

In addition to the above, please be advised that our annual fee for acting as attorneys for the Province of British Columbia, including the preparation of the Annual Report, is \$ \_\_\_\_\_, plus applicable filings fees and taxes.

When we receive the above documents from you, we will forward them to the Registrar of Companies in Victoria for registration and report to you in due course.

The Company should also consider whether any local, municipal or other licensing and registration requirements (including sales tax licences) must be met before commencement of business.

Should you have any questions regarding the above, please do not hesitate to contact the writer.

Yours truly,

***{NAME OF LAW FIRM}***



—  
Ministry  
of Finance  
BC Registry Services

Mailing Address:  
 PO Box 9431 Stn Prov Govt  
 Victoria, BC V8W 9V3  
 Location:  
 2nd Floor - 940 Blanshard Street  
 Victoria BC  
[www.fin.gov.bc.ca/registries](http://www.fin.gov.bc.ca/registries)

## REGISTRATION STATEMENT

### FORM 33

## EXTRAPROVINCIAL COMPANY

Section 376 *Business Corporations Act*

Telephone: 250 356 8626

**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](http://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 250 356-1198, 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 {NAME OF COMPANY} being the  
 foreign entity's own name has been reserved. The name reservation number is {Reservation No.}
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 {Name Reservation No.}
3. No name has been reserved because the foreign entity is a federal corporation with the name  
{NAME OF FEDERAL CORPORATION}

#### **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 {Corp No. in home jurisdiction}
2. Foreign entity's name used in the foreign jurisdiction {Name in home jurisdiction}
3. Foreign entity's date of incorporation, organization or most recent date of amalgamation or continuation YYYY / MM / DD  
{Inc Date Home Juris.}
4. Foreign entity's current jurisdiction of incorporation, organization, amalgamation or continuation  
{Home Jurisdiction}

#### **C** HEAD OFFICE ADDRESSES

DELIVERY ADDRESS OF HEAD OFFICE	PROVINCE/STATE	COUNTRY	POSTAL CODE/ ZIP CODE
<u>{Delivery Address - Head Office}</u>	<u>{Province}</u>	<u>{Country}</u>	<u>{Postal Code}</u>
MAILING ADDRESS OF HEAD OFFICE	PROVINCE/STATE	COUNTRY	POSTAL CODE//ZIP CODE
<u>{Mailing Address - Head Office}</u>	<u>{Province}</u>	<u>{Country}</u>	<u>{Postal Code}</u>



**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
<i>{Last Name}</i>	<i>{First Name}</i>	<i>{Middle Name}</i>
COMPANY NAME		
<i>{NAME OF CORPORATE ATTORNEY}</i>		

DELIVERY ADDRESS OF ATTORNEY	PROVINCE	POSTAL CODE
<i>{Attorney Delivery Address}</i>	BC	<i>{Postal Code}</i>
MAILING ADDRESS OF ATTORNEY	PROVINCE	POSTAL CODE
<i>{Attorney Mailing Address}</i>	BC	<i>{Postal Code}</i>

LAST NAME	FIRST NAME	MIDDLE NAME
<i>{Last Name}</i>	<i>{First Name}</i>	<i>{Middle Name}</i>
COMPANY NAME		
<i>{NAME OF CORPORATE ATTORNEY}</i>		

DELIVERY ADDRESS OF ATTORNEY	PROVINCE	POSTAL CODE
<i>{Attorney Delivery Address}</i>	BC	<i>{Postal Code}</i>
MAILING ADDRESS OF ATTORNEY	PROVINCE	POSTAL CODE
<i>{Attorney Mailing Address}</i>	BC	<i>{Postal Code}</i>

**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
	<i>X</i>	YYYY / MM / DD
		<i>{YYYY/MM/DD}</i>

**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 BC. In order to complete the registration of an extraprovincial company in BC 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]**



**Ministry of  
Finance**  
BC Registry Services

Mailing Address:  
PO Box 9431 Stn Prov Govt  
Victoria, BC V8W 9V3  
Location:  
2nd Floor - 940 Blanshard Street  
Victoria BC

**REQUEST FOR YOUR  
BUSINESS NUMBER**

**FORM 1**

Sections 7 *Business Number Act*

Telephone: 250 356-8626

[www.fin.gov.bc.ca/registries](http://www.fin.gov.bc.ca/registries)

**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 federal Business Number (BN) as a convenient way for businesses 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;
- collect Social Service (PST), Hotel Room Tax or are registered with Workers Compensation Board, 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 purpose 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 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

**COMPLETE ITEM A OR B**

**A BUSINESS NUMBER**

Your **Business Number** (e.g., CRA corporate tax account) would be displayed as a 15 character identifier, for example: **82123 5679 RC 0001**. The first nine numbers uniquely identify your business – it's those numbers we need.

**Please enter the first 9 digits here:**

*{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

File No. \_\_\_\_\_

*{date}*

*{name and address of client}*

Report to Client (on Registration  
in British Columbia)

Dear \_\_\_\_\_:

Re: **{Name of Company} (the “Company”)**  
**Extrajurisdictional Registration in British Columbia**

We confirm that the Company was registered as an extrajurisdictional company in British Columbia on *{Date}* under Certificate of Registration No. *{number}*.

For your records, we enclose copies of:

1. the Certificate of Registration; and
2. Registration Statement.

***Omit this paragraph if: there is no attorney named in the Registration Statement – if the company being registered in British Columbia is federally incorporated; or the attorney named in the Registration Statement is the supervising solicitor or a member of the law firm.***

We confirm that, pursuant to Section 377 (2) (c) of the *Business Corporations Act*, the Registrar of Companies furnished a copy of the Registration Statement to each attorney named in the Registration Statement.

The Company’s Annual Report will be due on *{day and month of anniversary date}* in each year. We will prepare and forward the Report to you at that time.

As this matter has now been completed, we enclose our statement of account for acting on your behalf in this matter.

We trust that you will find the above to be in order, but should you have any questions, please do not hesitate to contact us.

Yours truly,

***{NAME OF LAW FIRM}***