

# Transition Application

## Overview

---

### Filing a Transition Application

The following overview provides the information you need to transition your company under the *Business Corporations Act*. For business or legal advice, you should go to a small business consultant or a lawyer.

In addition, you can contact a [service provider](#) who will file the Transition Application on your behalf for a fee.

Click on a particular topic of interest below, or read the whole guide using the scroll bar.

[Background](#)  
[Important Information](#)  
[Getting Started](#)

### Background

On March 29, 2004 the *Business Corporations Act* replaced the *Company Act* and introduced many changes to the corporate rules applicable to companies incorporated in British Columbia.

Under the *Business Corporations Act* all pre-existing BC companies (companies that were incorporated before March 29, 2004) are required to complete a transition process that will bring those companies into compliance with the new Act. This transition process must be completed within two years of March 29, 2004.



**Failure to file the Transition Application within the two year transition period will result in the registrar taking action to dissolve the company.**

Companies that did not meet the deadline of March 28, 2006 are no longer considered to be up-to-date with their company's filings. This may impact the company's ability to transact business with their financial institution or licensing and regulatory authorities.

You can still file a transition application. File it as soon as possible to ensure that your company's filings are up-to-date.



### Video Demonstrations

[How to use Corporate Online](#)



### Downloads

[Download this overview for printing](#)

[Transition Guide - Part 1](#)

[Transition Guide - Part 2](#)

[Transition Guide - Part 3](#)

[Transition Package Order Form](#)

[Form 43 - Transition Application](#)



You may wish to fill in the paper form so that all your information is in order before you complete the form electronically.

---

To view the downloads, you require Adobe Acrobat Reader



To help small companies transition, the Corporate Registry has prepared a "how-to" guide. This guide entitled "Transition Guide - A Do-It-Yourself Guide for Small Companies" is available from the [downloads page](#).

**It is very important that you read this guide before you file the Transition Application for your company.**

If you still need assistance to transition your company after reading the guide, you should seek professional legal advice. Staff at the Corporate Registry cannot interpret the guide for you or advise you on how to transition your company.

You may need a copy of your current articles of incorporation. A Transition Package that includes a certified copy of a company's current memorandum and articles and the Transition Guide is available for \$40. Download the [Transition Package Order Form](#).



Top

## Important Information

Click on a topic of interest below, or read the whole section using the scroll bar.

[General information about the Transition Application](#)

[Translation of Company Name](#)

[Director Information](#)

[Office Addresses](#)

[Pre-Existing Company Provisions](#)

[Share Structure](#)

[Notification](#)

[Submit Your Filing](#)

[Your Receipt](#)

### General information about the Transition Application

A pre-existing company incorporated, amalgamated or continued in before March 29, 2004 must not alter its memorandum or articles except in certain circumstances, see section 256 of the *Business Corporations Act*.

Nevertheless, there are many filings or processes a company can do **without** having to transition first. For example, a company can voluntarily dissolve or continue out of BC. A company can be a party to an amalgamation, provided it is not a short form amalgamation where it is the amalgamating company and is the holding corporation or it is the amalgamating company the shares of which are not to be cancelled.

A pre-existing company can also continue to file changes to its directors, registered or records office addresses. It can also file annual reports, receiver or liquidator notices.

The *Business Corporations Act* requires the Transition Application to contain only information that was on the Corporate Register immediately before the Transition Application is filed with the registrar.

Some of this information is already contained in the Corporate Registry's current system and this information will default into the electronic form when you file it. This information is the name and incorporation number of the company; the delivery addresses of the registered and records offices (which will automatically default as both the delivery and the mailing addresses); the directors names and their residential addresses (which will automatically default as the directors residential mailing and delivery addresses). Some of the information defaulted may contain errors or be incorrect. You can correct the information when you file the Transition Application, unless it has already been corrected when a Notice of Change of Address or Change of Directors was filed.

The other information, such as translation of company name and authorized share structure must be entered on the electronic Transition Application form, and in respect to the authorized share structure must match exactly with the information contained in the company's memorandum and articles.

Because all pre-existing companies have the "Pre-existing Company Provisions" apply to them, this statement automatically defaults and cannot be changed without filing a [Notice of Alteration](#). The Notice of Alteration can only be filed after the company has completed the transition process and filed the Transition Application.

The "Pre-existing Company Provisions" apply to a pre-existing company until they are removed by filing a Notice of Alteration. The company must confirm a statement on the Notice of Alteration that the company has resolved that none of the "Pre-existing Company Provisions" are to apply to the company.

Once the Notice of Alteration is filed and the "Pre-existing Company Provisions" are removed, the company can then proceed to alter their articles to again include any or all of the "Pre-existing Company Provisions".



### Translation of Company Name

A company may translate its name into any other language for use outside Canada. Any translation of the company name that the company includes in its notice of articles must be set out with letters from the English alphabet.

A translation of company name is not applicable to most companies. A translation of company name does not include company names that are specified in an English and/or French form.



### Director Information

Before March 29, 2004, the addresses for the directors in the corporate register was their physical or delivery address. Now, a director's addresses include a delivery and a mailing address.

On Corporate Online, the director's delivery address has been defaulted to become the mailing address as well. You cannot change these addresses in the Transition Application other than as outlined below.

If the address defaulted for the mailing address is incorrect, you can correct that address as part of this filing. For example, you can correct it by adding in a Post Office Box number, or enter another address that is the mailing address for a director.

You can also fix any typographical errors in any of the names or addresses of the directors.

However, if any of the directors of the company have changed or if any of them have changed their address, you must file a [Notice of Change of Directors](#) **before** you file the Transition Application.



The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9:00 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.



### Office Addresses

Before March 29, 2004, the addresses for the registered and records offices in the corporate register was their physical or delivery address. Now, these office addresses include a delivery and a mailing address.

On Corporate Online, the delivery addresses have been defaulted to become the mailing address as well. You cannot change these addresses in the Transition Application other than as outlined below.

If the address defaulted for the mailing address is incorrect, you can correct that address as part of

this filing. For example, you can correct it by adding in a Post Office Box number, or enter another address that is the mailing address for the company's registered or records office.

You can also fix any typographical errors in any of these addresses.

However, if the company's registered or records office has changed its location or delivery address then you must file a [Notice of Change of Address](#) **before** you file the Transition Application.



The registered office mailing address is where the company will receive its mail including the annual report filing reminder as well as any notice of dissolution mailed to the company by the Corporate Registry.

The registered office delivery address is a physical location where the company is served any notices. The delivery address must be for a location in BC that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The address must not be a post office box.

A company's records office is the location where all the records for the company are kept. The delivery address must be for a location in BC that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The address must not be a post office box.



## Pre-Existing Company Provisions

The Pre-existing Company Provisions are a set of provisions prescribed in the Regulation under the *Business Corporation Act* 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.

Under the *Business Corporations Act*, the Pre-existing Company Provisions will automatically apply to your company and this will be confirmed when you electronically file the Transition Application.

All pre-existing companies should be familiar with the Pre-existing Company Provisions. It is recommended that you [view these provisions](#) as part of filing the Transition Application.



## Share Structure

The authorized share structure you enter on the Transition Application must be the same as set out in the company's up-to-date set of memorandum and articles. You cannot alter the company's authorized share structure when filing a Transition Application.

The Corporate Online system contains edit rules to ensure you do not omit a particular piece of information. However, it does not edit the information you type in. The following represents most of the edit rules contained in the authorized share structure.

You must enter an identifying name for each class of share. Classes may be assigned names such as preferred or common, or they may simply be alphabetized such as Class A, Class B. etc., but the identifying names of each class must be distinct from one another. If a company is to only have one class of share, it is usually identified as "common".

Next you must set out the maximum number of shares of that class that the company is authorized to issue. You may also choose that there is no maximum number.

You must also indicate whether the shares of a class are with, or without par value. If you indicate they are with par value you must enter the amount of the par value. A share with par value will be considered to be in Canadian currency unless you indicate another currency type.

You must also indicate whether or not there are special rights or restrictions attached to the class.

Special rights or restrictions usually apply where there is more than one class of share.

For those companies that have indicated there are special rights or restrictions attached to a share may also include one or more series of shares in any class of shares, if the special rights or restrictions attached to the shares of that class provide for that inclusion.

Series of shares assume the par value or no par value of the class. The number of shares of all the series must be less than or equal to the authorized number of shares of the associated class.

A series may have an unlimited number of shares it is authorized to issue (i.e. no maximum) only if the class has no maximum. A series may have a maximum number of shares it is authorized to issue if "no maximum" number has been indicated for the class.

You must also indicate if there are any special rights or restrictions attached to the series.



Top

## Notification

The notification screen lets you indicate how you would like to receive the documents issued by the registrar as a result of filing a Transition Application, i.e. pickup at the Corporate Registry by agent or courier, or mailed to the company's registered office or some other address.

See [Notification](#) for a list of documents issued by the Corporate Registry as a result of filing a Transition Application.

Within two to three working days, the staff will sort and prepare the documents for pick up or mail out. If you do not want to wait for your documents to be printed and made ready for pickup or mailing out, you can do a search of the corporate register and "view" and "print" a copy these documents for a fee. However, these documents that you can view and print are not certified copies.



Top

## Submit Your Filing

Please view the complete draft of your filing by clicking "View Draft Filing" before you submit your filing to ensure all of the information on the form is complete and correct. You require Adobe Acrobat Reader.



Top

## Your Receipt

When you are presented with the receipt, you will be able to view a print-friendly version of the


your filed document and the receipt. You require Adobe Acrobat Reader.



[Top](#)

## Getting Started

Before you begin, ensure you have the following information on hand:

1	The company's incorporation number or business number.
2	The company's <a href="#">access code</a> or the <a href="#">company's password</a> .  If the company does not yet have a password, you can <a href="#">create one</a> .
3	A copy of the company's memorandum and articles.
4	The most up-to-date addresses for the registered and records offices.
5	The most up-to-date information on the company's directors and their addresses.
6	The company's authorized share structure (which is usually found in the company's memorandum).

While you are completing the form, you can view a draft of all the information you have entered by clicking "View Draft Filing" from the left sidebar. To view the document, you require Adobe Acrobat Reader.



[Top](#)

---

THIS INFORMATION IS INTENDED AS A GUIDE ONLY AND SHOULD BE READ IN CONJUNCTION WITH THE [BUSINESS CORPORATIONS ACT](#) AND THE [REGULATION](#) UNDER THE BUSINESS CORPORATIONS ACT