

INFORMATION FOR REGISTRATION OF AN EXTRAPROVINCIAL COOPERATIVE ASSOCIATION

Thank you for your request on how to register an extraprovincial cooperative association in British Columbia.

An “extraprovincial cooperative association” means an association, incorporated or otherwise, formed outside British Columbia.

STEP 1 NAME APPROVAL AND RESERVATION

The first step in registration is to ensure the proposed name of your cooperative association is available. The Name Approval request form allows you to make a maximum of three choices of association names. **The filing fee for this form is \$30.00.**

You can apply for your name in the following ways:

By Mail: Submit your Name Approval Request form with required fee by cheque or money order payable to the Minister of Finance.

By BC OnLine: If you have a BC OnLine account you can submit your request by remote data entry.

For further information call the Names Unit at 250 356-2893, or direct dial from Greater Vancouver at 604 775-1044.

Registration documents **cannot** be processed until the cooperative association name has been approved and reserved.

STEP 2 REGISTRATION

Complete the attached *Statement on Registration Extraprovincial Company* (Form 13) and submit together with:

- copies of incorporation documents, certified by the incorporating authority;
- Certificate of Good Standing (Status) issued by the incorporating authority;
- copy of the association’s rules, certified by an officer or director of the cooperative association.

For further information call the Society Unit at **250 356-8673**, or direct dial from Greater Vancouver at **604 775-1046**.

FEES

Registration filing fee **\$250.00**

If you wish a certified copy of the *Statement on Registration Extraprovincial Company*, an additional \$25.00 will be required, in addition to the regular filing fee.

If you wish your documents processed on a **priority basis**, an additional \$100.00 will be required, in addition to the regular filing fee.

Send your documents with cheque or money order payable to the Minister of Finance to:

Mailing Address:
The Registrar of Companies
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Visit our Web site at:
www.fin.gov.bc.ca/registries

NAME APPROVAL REQUEST INSTRUCTIONS

IMPORTANT – READ CAREFULLY

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 Names Unit of the Registrar of Companies.

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 at 250 356-2893.

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 Web site for information on how to incorporate or register, as well as information on other services provided by the Corporate Registry.

The Web site address is: www.fin.gov.bc.ca/registries.

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 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.

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 protected, 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.

FEES

The payment of fees in advance is a mandatory requirement of doing all business with the Registrar of Companies office.

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:

BY GOVERNMENT AGENT: Visit any Government Agent who will transmit the request to the Registrar. For locations go to www.governmentagents.gov.bc.ca

BY ONESTOP KIOSK: Visit your local OneStop kiosk location. They will transmit the request to the Registries. User fees may apply. For locations go to www.bcbusinessregistry.ca

BY MAIL: Names Unit, Registrar of Companies
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

You can also apply for your name by visiting the Names Unit in Victoria, located on the 2nd Floor of 940 Blanshard Street.

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 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.

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.”

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”.

A specially limited company must use the bracketed words “(Non-Personal Liability)” or “(N.P.L.)”, following the corporate designation.

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 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

EXTRAPROVINCIAL NAMES

Special consideration will be given to established extraprovincial 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. Neither the Registrar of Companies nor the Ministry of Finance can accept responsibility for any errors or omissions in this information.

HELP IS AVAILABLE

For assistance or further information, please call 250 356-2893.



Ministry of Finance
 Corporate and Personal
 Property Registries
 www.fin.gov.bc.ca/registries

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

NAME REQUEST

NAME
 APPROVAL NUMBER

NR

Important: Use this number on all documents and in the electronic submission of documents.

Phone: 250 356-2893 or
 604 775-1044 (Greater Vancouver only)

Freedom of Information and Protection of Privacy Act (FIPPA)
 The personal information requested on this form is made available to the public under the authority of the *Company Act*. Questions about how the *FIPPA* applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

INSTRUCTIONS:

- Please retain the yellow copy for your records. The Name Reservation Office will notify you by letter once your request is completed.
- **Please type or print clearly.**
- **SHADED AREAS ARE FOR OFFICE USE ONLY.**

PRIORITY REQUEST – Additional fee required	
<input type="checkbox"/> 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 YYYY MM DD	DATE RECEIVED YYYY MM DD
GOVT. AGENT TRANSACTION NO.	GOVT. AGENT AMOUNT COLLECTED \$

APPLICANT SURNAME FIRST NAME AND INITIALS

ADDRESS

CITY PROVINCE POSTAL CODE

APPLICANT PHONE NO. APPLICANT FAX NO. CONTACT PERSON NAME

Indicate what the name request is for: (In order for this request to be completed, one box must be (✓) ticked)

CORPORATION PROPRIETORSHIP/PARTNERSHIP SOCIETY FINANCIAL INSTITUTION COOPERATIVE ASSOCIATION

Is this request for an extra provincial registration in B.C.? <input type="checkbox"/> YES <input type="checkbox"/> NO	IF YES, SUPPLY THE JURISDICTION	NATURE OF BUSINESS
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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**



A. Information for Registration of an Extraprovincial Company in British Columbia

To register an extraprovincial company in British Columbia:

- Complete Form 13, (Statement on Registration Extraprovincial Company), and
- Submit certified copies of the charter documents in support of this application. Refer to Box B below for required documents, listed by individual jurisdictions.
- Provide a Certificate of Good Standing (status) from the incorporating office. If the company is less than one year old, this certificate is not required.
- Include the following fees:
 - Registration Fee
 - Name Approval Fee (if not already paid)
 - Certification Fee (please provide a duplicate of the Form 13 if you require a certified copy).
- Fees must be paid with cheque or money order made payable to the Minister of Finance or by providing the Registry authorization to debit fees from your BC Online Deposit Account. Please pay in Canadian dollars, or in the equivalent amount of U.S. funds.
- Send your documents with payment of fees to:

Ministry of Finance
Corporate and Personal
Property Registries
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

B. Requirements from Individual Jurisdictions – Corporations incorporated in the following jurisdictions must provide the Registry with the listed documents to indicate filing status:

Federal Government, Alberta, Manitoba, New Brunswick, Ontario, Prince Edward Island, Quebec, Saskatchewan, Yukon.

- Certificate and Articles of Incorporation with any amendments thereto, certified by the incorporating office, or a Notary.
- Copy of the company's bylaws, certified by an officer or director of the company, or letter stating no bylaws adopted.

Newfoundland, Nova Scotia, Northwest Territories

- Certificate of Incorporation and Memorandum and Articles of Association, certified by the incorporating office, or a Notary.

United Kingdom of Great Britain

- Certificate of Incorporation and Memorandum and Articles of Association, certified by the Registrar of Companies, England.

United States of America

- Certificate and Articles of Incorporation, certified by the incorporating office.
- Copy of the company's bylaws, certified by an officer or director of the company, or letter stating no bylaws adopted.
- If payment is drawn on an American bank, remit in American funds equivalent to Canadian fees.

Europe and other

- Charter documentation and amendments thereto, certified by the incorporating office,

OR

- Memorandum and articles and amendments thereto, certified by the incorporating office.
- If documents are not in English, a notarially certified translation is required.

C. Instructions for Completing the Statement on Registration Form:

- The full name of a director or officer should consist of a last name, a first name and initials (if any). Names as shown, must be consistent on all documentation.
- The address of the head office within the Province, and the address of the attorney must be a complete physical address. You may include a general delivery, post office box number, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, please provide a description that will readily allow a person to locate the office or the attorney.
- **Please type or print clearly in block letters.**

D. Check your submission carefully. Below are some common items often missed by the person submitting the registration documents. Have you:

- Included a copy of Certificate of Incorporation verified by a Notary or by the incorporating jurisdiction?
- Submitted a copy of the corporation bylaws certified by an officer or director of the corporation?
- Included an original Certificate of Good Standing/Status issued by the home jurisdiction?
- Shown a Head Office in B.C. (item 6) of the form 13?
- Ensured the Attorney in item 7 is a British Columbia resident?
- Determined if the Attorney in item 7 is required? When a head office is within British Columbia (applies to a federal company only), no attorney is required.
- Stated the full names and full addresses of directors and officers in items 9 or 10?
- Ensured the office held is shown in item 10?
- Dated and signed the last page?
- Included correct fees?

E. Persons disqualified as directors:

Section 114 (see item #12)

- (1) No person is qualified to become or to act as a director of a company who is:
- (a) under the age of 18 years;
 - (b) found to be incapable of managing his own affairs by reason of mental infirmity;
 - (c) a corporation;
 - (d) an undischarged bankrupt;
 - (e) unless the court orders otherwise, convicted in or out of the Province of an offence
 - (i) in connection with the promotion, formation or management of a corporation; or
 - (ii) involving fraudunless 5 years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases on a pardon being granted under the *Criminal Records Act* (Canada); or
 - (f) in the case of a reporting company, a person whose registration in any capacity has been cancelled under
 - (i) the *Securities Act* by either the British Columbia Securities Commission or the executive director; or
 - (ii) the *Mortgage Brokers Act* by either the Commercial Appeals Commission or the registrar; unless the commission, the executive director or the registrar, whichever is applicable, otherwise orders, or unless 5 years have elapsed since the cancellation of the registration.
- (2) An order must not be made under subsection(1)(e) and (f) unless notice of the application for the order is given to the registrar who may appear as a party to the application.
- (3) Every person who acts as a director of a company and is a person who, because of subsection(1), is not qualified to act as a director of a company commits an offence.

F. Persons disqualified as officers:

Section 133 (see item #12)

- (2) A person who is not qualified under section 114 to become a director of a company shall not be an officer of the company.

G. "CHARTER" is defined in the *Company Act* to include an act, statute, ordinance, letters patent, certificate, declaration, or other instrument or provision of law by or under which a corporation has been incorporated, amalgamated or continued and every amendment of them applying to the corporation and also its memorandum, articles, regulations, or bylaws, agreement or deed of settlement, and every amendment of them.



BRITISH COLUMBIA

Ministry of Finance
Corporate and Personal
Property Registries
www.fin.gov.bc.ca/registries

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

Location:
2nd Floor – 940 Blanshard Street
Victoria BC

STATEMENT ON REGISTRATION EXTRAPROVINCIAL COMPANY (Section 299 Company Act) FORM 13

Freedom of Information and Protection of Privacy Act (FIPPA)
The personal information requested on this form is made available to the public under the authority of the *Company Act*. Questions about how the *FIPPA* applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

1. Full name of corporation

2. Date of incorporation or amalgamation

YYYY / MM / DD

3. Current jurisdiction of incorporation

4. Describe the business that the corporation will carry on in British Columbia – *State briefly, do not describe all the objects of the corporation*

5. Address of the head office **outside** British Columbia

FULL ADDRESS (INCLUDE POSTAL/ZIP CODE)

6. Complete physical address of the head office **within** British Columbia – *See Instructions in Box C*

ADDRESS

CITY

PROV.

POSTAL CODE

<input type="text"/>	<input type="text"/>	BC	<input type="text"/>
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7. Full name of the B.C. resident appointed by the corporation as its attorney for service under part 10 of the *Company Act*;

LAST NAME

FIRST NAME AND INITIALS (IF ANY)

<input type="text"/>	<input type="text"/>
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COMPLETE PHYSICAL ADDRESS OF THE B.C. RESIDENT ATTORNEY – *SEE INSTRUCTIONS*

CITY

PROV.

POSTAL CODE

<input type="text"/>	<input type="text"/>	BC	<input type="text"/>
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OR, If attorney is a corporation, state corporation name in full as well as a complete registered office address in B.C.

CORPORATE NAME

REGISTERED OFFICE ADDRESS

CITY

PROV.

POSTAL CODE

<input type="text"/>	<input type="text"/>	BC	<input type="text"/>
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8. List the charter documents of the corporation – *Attach copies, verified by a Notary or by the proper authority in the corporation's current jurisdiction. Please refer to instructions for definition and requirements for verifying charter documents.*

DATE	DOCUMENT	DATE	DOCUMENT
YYYY / MM / DD		YYYY / MM / DD	

9. Full names and addresses of all **directors** of the corporation. (Attach an additional sheet if more space is required)

LAST NAME	FIRST NAME AND INITIALS (IF ANY)	FULL ADDRESS (INCLUDE POSTAL/ZIP CODE)

10. Full names and addresses of all **officers** of the corporation. (Attach an additional sheet if more space is required)

LAST NAME	FIRST NAME AND INITIALS (IF ANY)	OFFICE HELD	FULL ADDRESS (INCLUDE POSTAL/ZIP CODE)

11. Does the corporation intend to offer any of its securities to any person in British Columbia? YES NO

12. Do the directors and officers of the corporation qualify under Section 114 and 133 of the *Company Act* to become or act as directors and officers of a company incorporated under the *Company Act*? (In the instructions, Box E sets out Section 114 and Box F sets out Section 133 of the *Company Act*) YES NO (If NO, supply name and reason on attachment)

AUTHORIZED SIGNING OFFICER'S NAME (PLEASE PRINT)	SIGNATURE	RELATIONSHIP TO CORPORATION	DATE SIGNED
	X		YYYY / MM / DD

CONSENT – I hereby consent to act as the attorney of the above mentioned corporation.

NAME OF ATTORNEY	CITY

ATTORNEY SIGNATURE, OR AUTHORIZED SIGNING OFFICER IF ATTORNEY IS A CORPORATION	DATE SIGNED
X	YYYY / MM / DD

WITNESS NAME (TO THE ATTORNEY'S SIGNATURE)	WITNESS SIGNATURE
	X

ADDRESS OF WITNESS	DATE SIGNED
	YYYY / MM / DD