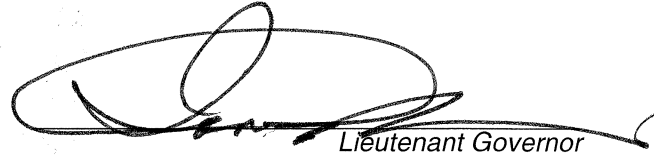


PROVINCE OF BRITISH COLUMBIA

ORDER OF THE LIEUTENANT GOVERNOR IN COUNCIL

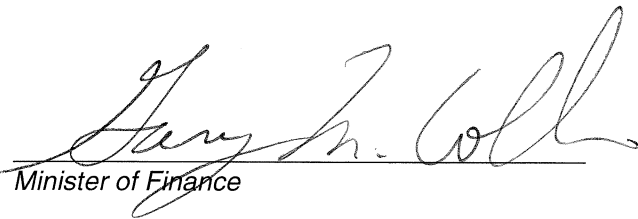
Order in Council No. **691**, Approved and Ordered **JUL - 7 2004**



Lieutenant Governor

Executive Council Chambers, Victoria

On the recommendation of the undersigned, the Lieutenant Governor, by and with the advice and consent of the Executive Council, orders that the Business Corporations Regulation, B.C. Reg. 65/2004, is amended as set out in the attached Schedule.



Minister of Finance



Presiding Member of the Executive Council

(This part is for administrative purposes only and is not part of the Order.)

Authority under which Order is made:

Act and section:- Business Corporations Act, S.B.C. 2002, c. 57, section 432

Other (specify):- OIC 201/2004

SCHEDULE

1 *Section 2 (2) of the Business Corporations Regulation, B.C. Reg. 65/2004, is repealed and the following substituted:*

- (2) For the purposes of the Act, the prescribed address for a director or officer of a company must be whichever of the following is selected by the director or officer:
- (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records during statutory business hours;
 - (b) the delivery address and, if different, the mailing address of the individual's residence.

2 *The following section is added:*

Incorporation numbers

- 7.1** (1) Subject to subsection (2), in the Act and this regulation, "**incorporation number**" means, in relation to a company, the unique combination of alphabetic characters and numerals attributed to the company on its recognition under the Act or a former *Companies Act*, and includes any amendments to that combination of alphabetic characters and numerals effected by the registrar for the better functioning of the registry.
- (2) In sections 10 (3) (d) (ii), 21 (1) (b), 263 (3) (c), 266 (4) (b) (ii), 275 (2) (b) (i) (C), 302 (2) (b) (ii), 355 (2) (c) (i), 357 (2) (a) and 366 (1) (b) of the Act, "**incorporation number**" means the numerals that form part of the incorporation number, but does not include the alphabetic character or characters that precede those numerals.
- (3) Nothing in subsection (1) precludes the incorporation number of a company from being abbreviated by removing either or both of the alphabetic characters and the zeros that precede the first numeral of the incorporation number that is not a zero.

3 *Section 37 is amended*

- (a) *by striking out "282 (3) and 305 (2)" and substituting "282 (3), 305 (2) and 364 (1)",*
- (b) *by striking out "the certificate of amalgamation" and substituting "the certificate of amalgamation, the certificate of restoration", and*
- (c) *in paragraph (a) by striking out "an amalgamation" and substituting "an amalgamation, has been duly restored".*

4 *The following section is added to Part 14:*

Identifying name of shares

41.1 If a pre-existing company wishing to file with the registrar a post-restoration transition application under section 370 (1) (a) of the Act or a transition application under section 436 (1) (a) of the Act has shares that do not have an identifying name, those shares must, despite sections 54 (3) (c), 371 (2) (b) (vi) and 437 (2) (b) (viii) of the Act, be given a unique identifying name in the notice of articles that is contained within that post-restoration transition application or transition application, as the case may be.

- 5 *Article 4.1 of Table 1 is amended by striking out “recorded or”.*
- 6 *Article 7.4 of Table 1 is amended by striking out “general meeting” and substituting “meeting of shareholders”.*
- 7 *Article 10.3 (a) of Table 1 is amended by adding “or appoint” after “elect”.*
- 8 *Article 11.11 of Table 1 is amended by striking out “If there is only one director,” and substituting “If, in accordance with Article 10.1, the number of directors is one,”.*
- 9 *Article 19.1 of Table 1 is amended by adding “registered” after “joint” in both places.*
- 10 *Article S1.1 of Table 2 is amended by adding the following definition:*
 “information circular” means an information circular in Form 22 of the *Company Act, 1996* as it read immediately before its repeal; .
- 11 *Article S4.3 of Table 2 is amended by striking out “general meeting” and substituting “meeting of shareholders”.*
- 12 *Article S7.1 is amended by striking out “advance notice of a meeting” and substituting “advance notice of a meeting of shareholders”.*
- 13 *The following article is added to Table 2:*

Notice of meeting to elect directors

S7.1.1 The Company, not less than 56 days before it holds a meeting of shareholders at which a director is to be elected or appointed, must publish in the manner set out in Article S7.1 an advance notice of the meeting that

- (a) gives the date of the meeting,
- (b) invites written nominations for directors signed by shareholders holding in the aggregate not less than 10% of the shares that may be voted at the meeting,
- (c) states that, if any nomination referred to in paragraph (b) is delivered to the registered office of the Company not less than 35 days before the date of the

meeting, accompanied by the information as to the nominee required to be furnished in the information circular, the Company will include the name of the nominee in the form of proxy and the information as to the nominee in the information circular sent by the management of the Company under Articles S3.2 and S4.1,

- (d) gives the mailing address and delivery address of the registered office of the Company, and
- (e) gives the qualifications for director provided by the Act and by these articles.

14 *Article S8.2 of Table 2 is amended by striking out “Articles S4.1 and S4.2” and substituting “Article S4.1”.*