

M: Course Objectives / Learning Outcomes

The learner has reliably demonstrated the ability to:

1. Identify different forms of business ownership and outline the advantages and disadvantages of each.
2. Describe the methods of incorporating companies that may operate in British Columbia.
3. Outline the incorporation procedures of a non-reporting Corporation in British Columbia.
4. Prepare the documentation necessary to incorporate a non-reporting Corporation in British Columbia.
5. Outline the rights of shareholders and the role of the board of directors.
6. Distinguish between ordinary and special resolutions and certified copies of same.
7. Distinguish between shares with par value and shares without par value (kind) and common and preferred shares (class).
8. Understand the use of the corporate seal.
9. Outline the contents of a corporate record book.
10. Prepare post-incorporation documentation necessary after registration of a non-reporting Corporation.
11. Understand the purpose of filing Annual Reports with the Registrar of Companies and be able to prepare related documentation.
12. Prepare the necessary documentation to change the director/officer of a corporation and allot or transfer shares.
13. Practice confidentiality and demonstrate an awareness of ethical responsibilities in the completion of all work.
14. Utilize legal reference materials and other sources of information.
15. Define and correctly spell legal terms.
16. Demonstrate a basic working knowledge of Corporate Registry.

N: Course Content:

- 1) Overview
 - a) Sole Proprietorship
 - i. Nature
 - ii. Liability
 - iii. Advantages
 - iv. Disadvantages
 - v. Name Approval Request Form
 - vi. Declaration for Registration of General Partnership or Sole Proprietorship
 - vii. Dissolution or Change of Partnership or Sole Proprietorship Registration
 - b) Partnership (General and Limited):
 - i. Nature
 - ii. Liability
 - iii. Advantages
 - iv. Disadvantages
 - v. Name Approval Request Form
 - vi. Registration of a Partnership
 - vii. Partnership Act - Sets out the Rights and duties of Partners (Partnership Agreement is recommended but not mandatory)
 - viii. Declaration for Registration of General Partnership or Sole Proprietorship
 - ix. Dissolution or Change of Partnership or Proprietorship Registration
 - c) Limited Partnerships
 - i. Nature
 - ii. Liability of general and limited partners
 - iii. Filing a Form 1 - Registration Statement for a Limited Liability Partnership
 - iv. Form 3 – Changes to Registration Statement
 - d) Fees associated with Sole Proprietorship, Partnership, and Limited Partnership
 - e) Companies (Corporations)
 - i. Nature
 - ii. Advantages
 - iii. Disadvantages
 - iv. Jurisdiction
 - v. Types of Companies

- 2) Incorporation
 - a) Explanation
 - b) Name
 - c) Professional Practice Companies
 - d) Registered and Records Offices
 - e) Authorized Share Structure
 - f) Special Rights and Restrictions
 - g) First Directors
 - h) Incorporators
 - i) Other Business Issues
 - j) Completing Party
 - k) Incorporation Documents
 - l) Incorporation Process
 - m) Completion of Incorporation
 - n) Incorporation: Procedure/Checklist
 - o) Incorporation Information Form
 - p) Name search/reservation
 - q) Translation of Name
 - r) Consent (of Corporation with similar name)
 - s) Incorporation Agreement
 - t) Articles
 - u) Incorporation Application (Form 1)
 - v) Notice of Articles
 - w) Transition Points
- 3) Organization
 - a) Explanation
 - b) Certification of Incorporation
 - c) Procedure/Checklist
 - d) Incorporators Resolutions
 - e) First Directors Resolutions
 - f) Shareholders Resolution (Waiving the Appointment of an Auditor)
 - g) Notice of Appointment as Auditor
 - h) Transmittal Letter (forwarding documents for signature)
 - i) Report to Client
 - j) Transition Points
- 4) Registered and Records Office
 - a) Explanation
 - i. Location
 - ii. Changes
 - iii. Forms
 - iv. Application to transfer or eliminate
 - b) Procedure/Checklist
 - c) Transmittal Letters
 - d) Registered and Records Office Agreement
 - e) Form 2 - Notice of Change of Address
 - f) Transition Points
- 5) Records
 - a) Explanation
 - i. Records
 - ii. Records Book and Maintenance of Records
 - iii. Inspection and Copies of Records
 - iv. Off-Site Storage
 - v. Seal
 - vi. Signing Authority
 - b) Register of Directors
 - c) Central Securities Register
 - i. General Notes
 - ii. Per Class of Shares – all Shareholders of that Class

- iii. Individual per Shareholder
 - d) Shares
 - e) Share Certificates
 - i. General Notes
 - ii. Face
 - iii. Back – Instrument of Transfer
 - f) Affidavit of Applicant
 - g) Policies on Noting Date and Time
 - h) Transition Points
- 6) Directors and Officers
 - a) Explanation
 - i. Number
 - ii. Residency
 - iii. Personal Qualifications for election
 - iv. Prescribed Address
 - v. Share Qualification
 - vi. Election of Directors
 - vii. Casual Vacancy
 - viii. Increasing the Board
 - ix. Cessation or Resignation of Directors
 - x. Loss of Quorum
 - xi. If no Directors in Office
 - xii. Application to remove self as Director or Officer
 - xiii. Form 10 – Notice of Change of Directors
 - b) Officers
 - c) Liability of Directors and Officers
 - d) Disclosable Interest
 - e) Disclosure Statement
 - f) Indemnification of Directors and Officers
 - g) Restriction on Power
 - h) Procedure/Checklist for Change in Directors and Officers
 - i) Consent to Act as a Director or Officer
 - j) Resignation of a Director or Officer
 - k) Resolutions (Shareholders) – Determining Number Of Directors, Electing, Appointing And/Or Accepting Resignations, and Removing Directors
 - l) Resolutions (Directors) - Approving Disclosable Interest
 - m) Indemnity Agreement
 - n) Notice of Change of Directors – Form 10
 - o) Transition Points
- 7) Allotments
 - a) Explanation
 - b) Procedures/Checklist
 - c) Subscription for Shares
 - d) Waiver
 - e) Directors Resolutions (Authorizing Allotment)
 - f) Transmittal Letter - Forwarding documents for signature
 - g) Transition Points
- 8) Transfers and Transmissions
 - a) Explanation
 - i. Transfer of Shares
 - ii. Transmission of Shares
 - b) Transfers
 - i. Share Purchase Agreement
 - ii. Application for Transfer
 - iii. Waiver and Consent
 - iv. Instrument of Transfer
 - v. Directors Resolutions

- 9) Annual Maintenance
 - a) Explanation
 - b) Annual Reference Date and Period
 - i. Annual Reports
 - ii. Financial Year End and Financial Statements
 - iii. Annual General Meetings
 - iv. Requirements for Holding an Annual General Meeting
 - v. Annual Consent Resolutions
 - vi. Business to be transacted at an Annual General Meeting
 - vii. Annual Directors' Meetings
 - c) Procedure Checklist
 - d) Form 6 – Annual Report
 - e) Various Annual Directors Resolutions
 - f) Various Annual Shareholders Resolutions
 - g) Notice or Waiver of Annual General Meeting
 - h) Transmittal Letters
 - i) Transition Points
- 10) Overview and online demo of Corporate Registry

O: Methods of Instruction:

Communication between instructor and students will be conducted online using WebCT e-mail, discussion, chat utilities, guided practices, assignments, and case studies. Students will work both independently and collaboratively to learn and apply procedures and tasks carried on in a legal office. Both learning activities and evaluations will be structured to stress problem solving, accuracy, and working within time constraints.

P: Textbooks and Materials to be Purchased by Students:

Evin Ross, Guide to Corporate Records (Current Edition)
 Online notes and materials
 . WAV pedal & computer headphones are required for digital transcription activities.

Q: Means of Assessment:

Group Participation	10%
Assignments	30%
Quizzes	30%
Final exam	30%
TOTAL	100%

R: Prior Learning Assessment and Recognition: specify whether course is open for PLAR

This course is open for PLAR.

Course Designer(s) TITUS YIP

Education Council / Curriculum Committee Representative

Dean / Director ROSILYN COULSON

Registrar TRISH ANGUS