

INTRODUCTION

Purpose and currency of checklist. This checklist is designed to be used with the CLIENT IDENTIFICATION, VERIFICATION, AND SOURCE OF MONEY (A-1), CLIENT FILE OPENING AND CLOSING (A-2), and ASSET PURCHASE AGREEMENT DRAFTING (B-2) checklists. It is primarily intended for use by the purchaser’s lawyer, but may be of use as a guide to the vendor’s lawyer. The checklist is current to September 4, 2025.

LEGEND



Checkbox



Important Reminder



Deadline or Limitation Date

NEW DEVELOPMENTS

- **Investment Canada Act.** Recent amendments to the *Investment Canada Act*, R.S.C. 1985, c. 28 (1st Supp.) (the “*Investment Canada Act*”) and changes to policy announced by the Minister of Innovation, Science and Industry (the “Minister”) continue to address changing threats that may arise from foreign investment.
- **Modernization.** *An Act to Amend the Investment Canada Act*, S.C. 2024, c. 4 received Royal Assent on March 22, 2024, with certain amendments coming into force September 3, 2024. The amendments further the Minister’s ability to detect, review, and restrict foreign investments that are potentially injurious to Canadian national security.
- **Investment digital media sector.** Foreign investors and Canadian businesses in the investment digital media sector (the “IDM sector”) must review their investment plans for potential connections to entities owned or influenced by hostile foreign states and consult with Innovation, Science and Economic Development Canada’s Investment Review Division at least 45 days before implementing any investment. Foreign investors in Canada’s IDM sector must ensure their investments support the creation and retention of Canadian intellectual property and comply with stringent undertakings and possible reviews for net benefit by the Minister of Canadian Heritage, focusing on maintaining Canadian control and cultural expression.
- **Guidelines on the National Security Review of Investments.** On March 5, 2025, the Minister announced updates to the *Investment Canada Act* Guidelines on National Security Review of Investments. These guidelines set out the process for reviewing foreign investments, such as the establishment or acquisition of a Canadian business, to determine whether they pose a risk to Canada’s national security based on the factors identified in the guidelines.
- **Net benefit review thresholds.** For minimum enterprise values or asset values of Canadian businesses triggering a review to determine whether a foreign investment is likely to result in a net benefit to Canada, see the [net benefit review thresholds](#) effective for 2025.
- **Mandatory disclosure regime to report transactions.** Enhanced mandatory disclosure rules under ss. 237.3 to 237.4 of the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp.) consist of changes to the existing reportable transaction rules and a new rule to report “notifiable transactions”. These rules apply to transactions occurring after June 21, 2023. Members of the legal profession

are caught by the rules through the definition of an “advisor” and are therefore exposed to the possibility of substantial penalties. Legal professionals are currently exempt from the rules pending determination of the Federation of Law Societies’ of Canada’s challenge to the constitutionality of these rules on the grounds that they infringe the *Canadian Charter of Rights and Freedoms*, Part I of the *Constitution Act*, 1982, being Schedule B to the *Canada Act* 1982 (U.K.), c. 11 (specifically, that the rules create potential conflicts of interest between legal professionals and their clients). Other parties, such as clients and accountants, are not exempt from the rules. Lawyers should consider advising their clients to consult with accountants and other professionals, such as tax counsel, on their obligations as well as updating their reporting correspondence.

- **Transparency register.** Private companies incorporated under the *Business Corporations Act*, S.B.C. 2002, c. 57 must create and maintain a “transparency register” of information about “significant individuals” (as defined by s. 119.11 of the *Business Corporations Act*). Consult the *Business Corporations Act* and British Columbia government websites to confirm compliance. Under the *Business Corporations Amendment Act, 2023*, S.B.C. 2023, c. 20, expected to take effect in fall 2025, private British Columbia companies will be required to file their transparency register information online with the BC Business Registry: (i) within six months of incorporation, amalgamation, restoration, or continuation; (ii) within 15 days of the company becoming aware of any changes to its transparency register; and (iii) annually (within prescribed period yet to be announced). For further information, see the Government of British Columbia’s website and the associated modernization updates.
- **Canada Business Corporations Act.** Amendments to the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44 (the “CBCA”) which took effect August 31, 2022, require distributing corporations (generally, only public companies governed under the CBCA) to comply with new requirements with respect to the election of directors. Note the amendments in s. 106 of the CBCA, with respect to “majority voting” and “individual election” requirements. Accordingly, if a CBCA company is being incorporated, and particularly if it may become a reporting issuer, attention should be given to the company’s articles with respect to electing and appointing its directors. As of January 22, 2024, corporations created under the CBCA are required to file information regarding individuals with significant control (“ISC”) with Corporations Canada and to keep a copy of their ISC register with their corporate records.
- **Purpose-built rental exemption.** Effective January 1, 2024, certain new purpose-built rental buildings are exempt from the further 2% property transfer tax applied to residential property values that exceed \$3,000,000 and meet the eligibility requirements.
- **Competition Act.**
 - **Provisions related to restrictive covenants and exclusivity clauses.** Landlords and tenants may negotiate restrictive covenants and exclusivity clauses in their leases to: control tenant use and tenant mix; grant a tenant the exclusive right to conduct certain activities; and restrict other tenants from conducting those activities. Amendments to the *Competition Act*, R.S.C. 1985, c. C-34 (the “Competition Act”) came into effect on December 15, 2023. The Competition Bureau of Canada issued “*Competitor Property Controls and the Competition Act*”, dated June 4, 2025, which outlines the Competition Bureau’s enforcement approach to competitor property controls under the *Competition Act* following Royal Assent of Bill C-56 (<https://competition-bureau.canada.ca/en/how-we-foster-competition/education-and-outreach/publications/competitor-property-controls-and-competition-act>). The Competition Bureau has taken the position that restrictive covenants and exclusivity clauses may amount to property controls

insulating firms from competition, thereby falling under the “abuse of dominance” and the “anti-competitive collaboration” provisions under ss. 78 and 90.1 of the *Competition Act*, respectively. Lawyers should review the *Competition Act* and the Competition Bureau’s guidance to determine whether any such restrictive covenant or exclusivity clause granting a tenant exclusive rights to carry on a particular activity, or restricting certain tenants from carrying out certain activities, amounts to a “competitor property control” subject to risk enforcement action by the Competition Bureau before the Competition Tribunal. Upon determining that a competitor property control is contrary to the *Competition Act*, the Competition Bureau may seek remedies including: prohibiting the terms of the competitor property control and its enforcement; requiring other measures to restore competition where necessary; and seeking administrative monetary penalties. Where a competitor property control raises issues under s. 90.1 of the *Competition Act*, the Competition Bureau will consider all parties to the agreement to be potential targets of its investigation (tenants and landlords alike).

- **Greenwashing provisions.** The *Competition Act* added new provisions that took effect June 20, 2024. The new provisions require companies making environmental claims about their products or services to support these claims with adequate and proper testing. Furthermore, any statements regarding the environmental benefits of a business or its activities must be substantiated using “internationally recognized methodologies”. On June 5, 2025, the Competition Bureau issued guidance detailing its expectations (e.g., what constitutes a recognized methodology, and principles for substantiation and future-oriented claims), though the guidelines are not binding.
- ***Business Practices and Consumer Protection Act.*** Bill 4, the *Business Practices and Consumer Protection Amendment Act, 2025* received Royal Assent on March 31, 2025. The consequential amendments will come into force by regulation and are expected to introduce provisions that prohibit suppliers from mandating dispute resolution processes through consumer contract terms. Parties may still mutually agree to submit to arbitration or another form of dispute resolution.
- **Removing oneself as a director.** Effective May 4, 2023, a person who claims not to be a director but who is recorded as a director in a company’s notice of articles may, on notice to the company, apply to the registrar for the removal of their name and address from the company’s notice of articles (*Business Corporations Act*, s. 127.1, as amended B.C. Reg. 114/2023). On application, the registrar must alter the company’s notice of articles if the applicant provides satisfactory proof that they are not a director of the company, and the company failed to file a notice of change of directors with the registrar.
- **Resolutions upheld despite being made during annual general meeting not called in accordance with company’s articles.** In *Yinghe Investment (Canada) Ltd. v. CCM Investment Group Ltd.*, 2024 BCCA 285, a dispute arose when an annual general meeting was held without proper adherence to the company’s articles (the meeting was called by a single director instead of the required plural “directors”). The court found that the chambers judge did not err in exercising his discretion under s. 229 of the *Business Corporations Act*, as the decision to allow certain resolutions to stand was made in the company’s best interests.
- ***Income Tax Act.*** Amendments to the *CBCA* that took effect November 2, 2023, authorize the communication of certain taxpayer information to an official of the Department of Industry for the purpose of verifying and validating the data that must be filed by certain private corporations under s. 21.21 of the *CBCA* in relation to the corporate beneficial ownership registry.

- **Forced sale provisions and anti-deprivation rule.** In *ATB Financial v. Mayfield Investments Ltd.*, 2025 ABKB 61, the court declared a forced sale provision triggered by the bankruptcy of a shareholder to be void and unenforceable, as it violated the anti-deprivation rule. While not yet considered by courts in British Columbia a similar outcome is possible and this case should accordingly be considered when drafting shareholders agreement.
- **Amendments to the *Land Title Act* and *Property Law Act*.** The *Land Title and Property Law Amendment Act, 2024*, S.B.C. 2024, c. 9 came into force May 21, 2024, amending the *Land Title Act*, R.S.B.C. 1996, c. 250 and the *Property Law Act*, R.S.B.C. 1996, c. 377. The amendments recognize the power and capacity of a First Nation to hold, acquire, and dispose of land in the name of the First Nation as owner and register its ownership in the land title office in its First Nation name.

OF NOTE

- **Aboriginal law.** Special considerations apply to businesses involving Indigenous persons and lands belonging to First Nations. While significant tax and other advantages may be available under the *Indian Act*, R.S.C. 1985, c. I-5, such advantages are affected by the following: the type of business; transaction nature; business entity (sole proprietorship, partnership, joint venture, trust, or incorporated company); location of business activity (either on or off First Nations lands); and the specific First Nation and its applicable governance. Effective May 11, 2023, the *Budget Measures Implementation Act, 2023* came into force, amending the *Treaty First Nation Taxation Act*, S.B.C 2007, c. 38, and the *Nisga'a Final Agreement Act*, S.B.C. 1999, c. 2. These legislative amendments allow taxing treaty First Nations and the Nisga'a nation, respectively, to implement tax exemptions for property on their lands. If the transaction involves First Nations land, consider seeking the advice of a lawyer who has experience in Aboriginal law matters. Further information on Aboriginal law issues is available on the “Aboriginal Law” page on the “Practice Areas” section of the Continuing Legal Education Society of British Columbia website (www.cle.bc.ca) and in other CLEBC publications. See also *Negotiating & Structuring Business Transactions with First Nations 2011* (CLEBC, 2011).
- **Money laundering—companies, trusts and other entities.** As a means of laundering money, criminals use ordinary legal instruments (such as shell and numbered companies, bare trusts, and nominees) in the attempt to disguise the true owners of real property, the beneficial owners. These efforts can be hard to detect. As such, lawyers must assess the facts and context of the proposed retainer and financial transactions. Lawyers should be aware of red flags, and if a lawyer has doubts or suspicions about whether they could be assisting in any dishonesty, crime, or fraud, they should make enough inquiries to determine whether it is appropriate to act and make a record of the results of their inquiries (*BC Code* rules 3.2-7 and 3.2-8 and Law Society Rules 3-103(4), 3-109, and 3-110). See the anti-money laundering resources on the Law Society’s “Client ID & Verification” [webpage](#), including: “Forming Companies and Other Structures—Managing the Risk”; “Source of Money FAQs”; Risk Assessment Case Studies for the Legal Profession; “Red Flags Quick Reference Guide”; “Risk Advisories for the Legal Profession”; and free online Law Society and Federation of Law Societies of Canada online courses. Also see the Discipline Advisories (an updated list can be found at www.lawsociety.bc.ca/for-lawyers/discipline-advisories/), which include topics such as Client ID and Verification, Country/geographic risk, and Private lending. Lawyers may contact a Law Society practice advisor at practiceadvice@lsbc.org for a consultation about the applicable *BC Code* rules and Law Society Rules and obtain guidance.

- **Law Society of British Columbia.** For changes to the Law Society Rules and other Law Society updates and issues “of note”, see LAW SOCIETY NOTABLE UPDATES LIST (A-3). Note in particular the commentary on the use of trust accounts only for legal services, fraud prevention, bank holds on trust funds, and all other matters that may be relevant to purchase and sale transactions.
- **Additional resources.** For further information about asset purchase procedures, see *Advising British Columbia Businesses* (CLEBC, 2006–); *Buying and Selling a Business: Annotated Precedents* (CLEBC, 2000–); *British Columbia Personal Property Security Act Practice Manual* (CLEBC, 1995–); and the *Due Diligence Deskbook* (CLEBC, 1994–).

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1.	INITIAL CONTACT	
1.1	Conduct a conflicts of interest check. Refer to the CLIENT FILE OPENING AND CLOSING (A-2) checklist.	<input type="checkbox"/>
1.2	Arrange the initial interview.	<input type="checkbox"/>
1.3	Ask the client to bring to the initial interview all available financial and operational information on the target company and vendor, particularly financial statements, annual reports, prospectuses, press releases, list of assets, contracts, leases, government permits, etc. Where information is not available, consider how it will be obtained.	<input type="checkbox"/>
1.4	Confirm compliance with Law Society Rules 3-98 to 3-110 for client identification and verification and source of money for financial transactions and complete the CLIENT IDENTIFICATION, VERIFICATION, AND SOURCE OF MONEY PROCEDURE (A-1) checklist. Consider periodic monitoring requirements (Law Society Rule 3-110).	<input type="checkbox"/>
1.5	Inquire as to whether the client has discussed the prospective transaction with their accounting advisor and consider obtaining such advisor’s contact particulars to obtain their input on the transaction.	<input type="checkbox"/>
1.6	Discuss the terms of your retainer and the calculation of your fee. Refer to the CLIENT FILE OPENING AND CLOSING (A-2) checklist. Clarify your role in the transaction and that of other advisors to the client. Make it clear for whom you are acting (in particular, if there is more than one purchaser). If acting for more than one party, ensure that you	<input type="checkbox"/>

	comply with the <i>Code of Professional Conduct for British Columbia</i> (the “BC Code”) rules 3.4-5 to 3.4-9 regarding joint retainers, and refer to item 2.4 in the CLIENT FILE OPENING AND CLOSING (A-2) checklist. If you are acting for a company, unless acting under a joint retainer, be clear that you are acting for the company and not for individuals associated with the company, such as the shareholders or directors (<i>BC Code</i> , rule 3.2-3). Urge others, in writing, to obtain independent legal representation. Make it clear that you are not protecting their interests and that you are acting exclusively in the interests of your client (<i>BC Code</i> , rule 7.2-9).	
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2.	INITIAL INTERVIEW	
2.1	Determine whether the client has already reached an agreement with the vendor concerning the general terms of the transaction. If not:	<input type="checkbox"/>
	.1 Advise the client regarding the possibility of structuring the transaction as a share purchase (if appropriate in the circumstances). Consider the tax consequences of purchasing assets versus purchasing shares, and consider discussing same with the client’s accountant.	
	.2 Consider signing a confidentiality agreement to allow negotiations to commence. If the client and vendor are competitors, consider safe-guards in sharing competitively sensitive information. Sharing competitively sensitive information can be problematic, particularly if the transaction fails to close. Consider the implications of the <i>Competition Act</i> , R.S.C. 1985, c. C-34.	
2.2	Determine the client’s objectives and why the client wants to complete this transaction. Will it be integrated into an existing business? Assess any impact on the client’s existing business, if relevant. Seek to determine specific risks and regulatory requirements that may be of concern to the purchaser.	<input type="checkbox"/>
2.3	Consider the name under which the business will be conducted post-closing to determine due diligence of trademarks and other intellectual property.	<input type="checkbox"/>
2.4	Review financial statements and other information with the client, the client’s accountant, and tax advisor (assuming you are not providing tax advice).	<input type="checkbox"/>
2.5	Determine the principal elements of the transaction: who is buying what from whom, and for how much? How does the client intend to finance the transaction? Are there any conditions to be met before the deal can proceed (e.g., regulatory approvals)? Are there any third-party consents or assignments that need to be obtained (e.g., landlord’s consent to an assignment of lease)? Are there any unusual restrictions, covenants, or conditions that are important? Does the business being conducted by the company involve any particular risks (e.g., environmental), and how are these risks to be allocated between the purchaser and the vendor? Are there any special or unusual procedures that need to be followed (e.g., consultation with Indigenous groups)? Consider the use of any restrictive covenant against the vendor and the target, and its enforceability.	<input type="checkbox"/>
2.6	Review any tax implications of the transaction:	<input type="checkbox"/>
	.1 Consider the applicability of PST/GST and input tax credits.	

3.	AFTER THE INITIAL INTERVIEW	
3.1	Confirm your retainer. Refer to the CLIENT FILE OPENING AND CLOSING (A-2) checklist. Confirm compliance with Law Society Rules 3-98 to 3-110 on client identification and verification (see item 1.4 in this checklist).	<input type="checkbox"/>
3.2	If the client is a company, verify who has the authority to give instructions (<i>BC Code</i> , rule 3.2-3 Commentary [1]). Consider having a directors' resolution confirm your retainer and giving one officer or director the authority to instruct you.	<input type="checkbox"/>
3.3	If the client has not reached a tentative agreement with the vendor, draft a letter of intent outlining the transaction in clear terms. Consider whether the client wishes the letter of intent (or any parts of it) to be binding. Review the letter with the client to ensure that it reflects their intentions. Forward the letter to the vendor. Negotiate, if so instructed.	<input type="checkbox"/>
3.4	Finalize the arrangements regarding financing, if any, if so instructed.	<input type="checkbox"/>
3.5	Initiate the necessary searches to complete the due diligence for the transaction and, where necessary, obtain written authorization from the vendor and its shareholders for release of information and the relevant government account numbers (note: certain searches may vary for federally regulated undertakings even if operated only in British Columbia). Consider in particular the following:	<input type="checkbox"/>
	.1 Corporate Registry (or equivalent office in jurisdiction of incorporation). Search for memorandum (where still applicable), notice of articles, articles, and any amendments; registered and records offices; annual reports; directors and officers; whether the company has been struck off and subsequently restored; copies of encumbrances which may still bind the company; order certificate of good standing; check that there is no notice of dissent pursuant to s. 301 of the <i>Business Corporations Act</i> , S.B.C. 2002, c. 57.	
	.2 Personal Property Registry.	
	.3 ICBC Vehicle Records Department.	
	.4 Land Title Office. Search for judgments; title; copies of charges and permitted encumbrances; copies of leases and restrictive covenants; other relevant information.	
	(a) Consider searching Land Owner Transparency Registry (see "Transparency Register" under "New developments" in this checklist).	
	.5 Office of the Superintendent of Bankruptcy (Innovation, Science and Economic Development Canada).	
	.6 Canadian Securities Registration Systems. Search for security under the <i>Bank Act</i> , S.C. 1991, c. 46, s. 427.	
	.7 Canada Revenue Agency:	
	(a) Income tax re: source deductions and corporate or personal income tax.	
	(b) GST/HST. Also consider GST registration for your client.	

	.8 B.C. Ministry of Finance: PST and Employer Health Tax. Coordinate necessary logistics to obtain a PST clearance certificate.	
	.9 WorkSafeBC: Assessment Division and Prevention Division.	
	.10 Employment Standards Branch.	
	.11 Human Rights Tribunal.	
	.12 Labour Relations Board. Search for pending certifications, collective agreements, or any disputes before the Board involving the target company.	
	.13 Other searches as required, depending on the nature of the business of the company (e.g., Mineral Titles Online, Ministry of Forests, Lands, Natural Resource Operations and Rural Development, Canadian Register of Vessels (Commercial and Pleasure Craft), Small Vessel Register (Commercial)).	
	.14 Insurance agent (confirming placement of adequate insurance).	
	.15 Municipal offices. Search for taxes and utilities; planning department; licences and permits; fire inspector; health inspector; zoning and restrictive bylaws.	
	.16 Court registry search re: actions commenced against the vendor and/or its shareholders (consider which registries to search).	
	.17 Sheriff's offices for writs of executions.	
	.18 Environmental matters: environment ministries (federal and provincial), Fisheries and Oceans Canada, Contaminated Site Registry. Consider having an environmental audit conducted.	
	.19 Canadian Intellectual Property Office (patents, trademarks, copyrights, etc.).	
	.20 Consider searching the Canadian Internet Registration Authority (www.cira.ca); perform domain name due diligence.	
	.21 Review the <i>Due Diligence Deskbook</i> (CLEBC, 1994–) for other possibly relevant searches and the appropriate scope of the searches.	
3.6	Review all material contracts, including leases and licences, and permits to be assigned, and consider whether consents to assignment are required.	<input type="checkbox"/>
3.7	Consider consulting a tax expert.	<input type="checkbox"/>
3.8	Consider the impacts on the transaction of the <i>Family Law Act</i> , S.B.C. 2011, c. 25 (or, if applicable, the former legislation, <i>Family Relations Act</i> , R.S.B.C. 1996, c. 128); <i>Investment Canada Act</i> , R.S.C. 1985, c. 28 (1st Supp.); <i>Competition Act</i> , R.S.C. 1985, c. C-34 (i.e., regarding mergers and notifiable transactions); and other relevant legislation.	<input type="checkbox"/>
3.9	Open a document file and retain successive drafts of the agreement. Open a separate sub-file for each major document required in the transaction.	<input type="checkbox"/>

4. DRAFTING THE AGREEMENT		
4.1	Before drafting the agreement, prepare a timetable and a draft of the closing agenda that will act as a reminder of what is required in the transaction and when. See <i>Buying and Selling a Business: Annotated Precedents</i> (CLEBC, 2000–) for a sample closing agenda for an asset purchase transaction.	<input type="checkbox"/>
4.2	Prepare an outline of the document. The ASSET PURCHASE AGREEMENT DRAFTING (B-2) checklist may serve as a basis for the document.	<input type="checkbox"/>
4.3	Prepare the first draft.	<input type="checkbox"/>
4.4	Review the first draft for coherence and continuity. Go over the first draft with the client to ensure that it expresses the client’s intentions.	<input type="checkbox"/>
4.5	When you and the client are satisfied with the agreement, send it to the vendor or their lawyer for comment and changes.	<input type="checkbox"/>
4.6	Note changes to the agreement during the course of negotiation in some readily discernible manner.	<input type="checkbox"/>
4.7	Do not alter the document without indicating the changes to the vendor’s lawyer.	<input type="checkbox"/>
4.8	When negotiations conclude, prepare the final agreement and check to ensure that the document reflects the transaction as it has been formulated.	<input type="checkbox"/>
4.9	Arrange for signing of the agreement.	<input type="checkbox"/>

5. PRIOR TO CLOSING		
5.1	Prepare or obtain all the necessary documentation (for additional considerations, see the ASSET PURCHASE AGREEMENT DRAFTING (B-2) checklist), including:	<input type="checkbox"/>
	.1 Conveyancing documents with respect to the transfer of real property interests. Note the obligation to maintain the security of the digital signature. Password entry is required each time a lawyer signs an electronic document. The offence provision under s. 168.7(2) of the <i>Land Title Act</i> , R.S.B.C. 1996, c. 250, the Juricert terms and conditions, Law Society Rule 3-96.1, and <i>BC Code</i> rule 6.1-5 prohibit lawyers from permitting others to use their personalized encrypted electronic access to register documents or from disclosing to others, including support staff, the password or access phrase or number.	
	.2 Bill of sale for chattels and other personal property.	
	.3 Assignment of contracts.	
	.4 Transfer forms for licensed vehicles, registered vessels.	
	.5 Assignment of receivables.	
	.6 Assignment of intangible property, such as trademarks, patents, goodwill, etc.	

.7	Third-party consents as necessary, especially re: franchises, leases, licences, all contracts essential to operate the business, etc.	
.8	Releases of encumbrances not assumed by client.	
.9	Certified extract of a resolution of the vendor company's directors authorizing the execution, delivery, and implementation of the agreement.	
.10	Certified extract of special resolution of members of the vendor company pursuant to <i>Business Corporations Act</i> , s. 301(1), if required.	
.11	Resolution of the purchaser's directors authorizing the transaction.	
.12	Assumption agreements, confirmation of outstanding balances, and other covenants and assurances required to procure releases with respect to liabilities or indebtedness being assumed.	
.13	Certified copies of insurance policies with transfer and consent forms duly endorsed (if applicable).	
.14	Tax remittances (confirm obligation for and timing of payment):	
	(a) Certified cheque payable to the Minister of Finance for applicable PST in respect of tax payable on the transaction, together with an appropriate remittance form.	
	(b) Calculation of federal GST payable on closing, if an election under <i>Excise Tax Act</i> , R.S.C. 1985, c. E-15, s. 167, is not used.	
	(c) Calculation of property transfer tax payable on closing of a conveyance of real property. (Note the additional property transfer tax applicable to foreign entities pursuant to s. 2.02 of the <i>Property Transfer Tax Act</i> , R.S.B.C. 1996, c. 378. The taxable amount is 20% for property transfers of residential properties on or after February 21, 2018, in the Capital Regional District, Fraser Valley Regional District, Regional District of Central Okanagan, and Regional District of Nanaimo. See "Purpose-built rental exemption" in "New developments" in this checklist.	
.15	Extrajurisdictional registration pursuant to the <i>Business Corporations Act</i> (where the purchaser is a foreign corporation intending to carry on business in British Columbia).	
.16	Statements of adjustments.	
.17	Certificate pursuant to <i>Income Tax Act</i> , R.S.C. 1985, c. 1 (5th Supp.), s. 116 (regarding tax to be withheld by purchaser if the vendor is not a resident of Canada).	
.18	Security documents and financing statements under the <i>Personal Property Security Act</i> , R.S.B.C. 1996, c. 359, if required.	
.19	Employment contracts, if required.	
.20	Non-competition and confidentiality agreements.	
.21	Banking arrangements.	

	.22 Opinion of the vendor's lawyer. Consider including that the vendor is duly incorporated, validly existing, and in good standing, and all necessary steps and corporate proceedings have been taken to validate the transfer of assets, the agreement has been duly executed and delivered, and is a legal, valid, and binding obligation, enforceable against the vendor. Consider opinions specific to the transaction (see statements and opinions of the Solicitors' Legal Opinions Committee at www.cle.bc.ca/solicitors-legal-opinions/ . See also <i>Advising British Columbia Businesses</i> (CLEBC, 2006–), chapter 7 (Legal Opinions in Business Transactions).	
	.23 Evidence of appropriate filings under the <i>Investment Canada Act</i> , the <i>Competition Act</i> , and any other required regulatory consents.	
	.24 <i>Excise Tax Act</i> , s. 167 election regarding GST exemption, if applicable.	
	.25 <i>Income Tax Act</i> , s. 22 election regarding accounts receivable exemption, if applicable.	
	.26 Name change documents for the vendor, if applicable.	
5.2	Ensure that the conditions of the client's obligation to close have been satisfied.	<input type="checkbox"/>
5.3	Complete the financial arrangements.	<input type="checkbox"/>
5.4	Prepare the final draft of the closing agenda.	<input type="checkbox"/>
5.5	Gather together the documents needed for closing.	<input type="checkbox"/>
5.6	Update searches for closing.	<input type="checkbox"/>
5.7	Remind the client to arrange insurance on the assets being purchased, and that the insurance should take effect when (or before) the risk passes.	<input type="checkbox"/>
5.8	Consider application of the <i>Proceeds of Crime (Money Laundering) and Terrorist Financing Act</i> , S.C. 2000, c. 17.	<input type="checkbox"/>
5.9	Consider timing and management of funds (payment by wire transfers, lawyers' trust accounts, Law Society trust administration fee, etc.). Use directions to pay as necessary. With regard to wire transfers, see Law Society Rules 3-64.1 and 3-64.2 and the <i>Trust Accounting Handbook</i> at www.lawsociety.bc.ca/docs/trust/Trust-Accounting-Handbook.pdf (PDF).	<input type="checkbox"/>

6.	CLOSING	
6.1	Ensure that all the conditions of closing are satisfied.	<input type="checkbox"/>
6.2	Ensure that each party receives the appropriate documents.	<input type="checkbox"/>

6.3	Transfer the property and pay the purchase price and all applicable taxes.	<input type="checkbox"/>
6.4	Obtain acknowledgment in writing from each party that all conditions of closing have been satisfied or waived.	<input type="checkbox"/>
6.5	Complete filings at the Land Title Office as necessary in respect of real property interests; note and attend to the requirements of the <i>LOTA</i> , where applicable (see “Transparency register” under “New developments” in this checklist). Register any financing statements and financing change statements that require registration at the Personal Property Registry. Do these registrations on or before closing, if possible.	<input type="checkbox"/>

7.	POST-CLOSING	
7.1	Send copies of insurance policies to encumbrance holders, as required.	<input type="checkbox"/>
7.2	Remit GST if <i>Excise Tax Act</i> , s. 221(1), applies, or file applicable s. 167 election form subject to eligibility. Remit applicable self-assessed PST.	<input type="checkbox"/>
7.3	Prepare a reporting letter and account as soon as practicable after closing. Forward the brief of documents to the client and indicate those matters requiring further action on the part of the client. Alternatively or additionally, advise the client to review the documents to determine what further action is required. Consider including a “post closing” section in the closing agenda, setting out all post-closing matters (e.g., filings, registrations, deferred payments, press releases), and the party responsible for each matter.	<input type="checkbox"/>
7.4	Diarize any key post-closing dates and communicate applicable dates to the client and other advisors.	<input type="checkbox"/>
7.5	Remind the client to file tax elections in time (they must be filed within the regular reporting period in which the closing falls), and advise the client to confirm with their tax advisor what filings are required.	<input type="checkbox"/>
7.6	Close the file. See the CLIENT FILE OPENING AND CLOSING (A-2) checklist.	<input type="checkbox"/>