

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 SHARE PURCHASE AGREEMENT DRAFTING (B-4) checklists. It is primarily intended for use by the purchaser’s lawyer, but may also serve as a guide for the vendor’s lawyer. The checklist is also primarily intended for use in the acquisition of shares in a British Columbia company that is not a reporting company. 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.) and changes to policy announced by the Minister of Innovation, Science and Industry (the “Minister”) continue to address changing threats that can 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 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 Corporation 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 which are 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 must 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 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 Securities fraud: Microcap Stocks, Client ID & 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 purchases, 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 the vendor(s), particularly financial statements, ownership information, annual reports, prospectuses, press releases, list of assets, contracts, leases, government permits, etc. (as may be applicable). Consider requesting client information if the target is to be combined with or complementary to an existing investment of the client. 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 the source of money for financial transactions, and complete the CLIENT IDENTIFICATION, VERIFICATION, AND SOURCE OF MONEY (A-1) checklist. Consider periodic monitoring requirements (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 working (in particular, if there is more than one purchaser or principal of the purchaser). If acting for more than one party, ensure that you 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).	<input type="checkbox"/>

2.	INITIAL INTERVIEW	
2.1	Determine whether the client has already reached an agreement in principle 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 an asset purchase (if appropriate in the circumstances). Consider the tax consequences of purchasing shares versus purchasing assets 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 safeguards 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> , including the recent amendments referenced at “New developments” above.	
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 regarding trademarks and other intellectual property.	<input type="checkbox"/>
2.4	Review the 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 that need to be obtained (e.g., landlord consents)? Are there any unusual restrictions, covenants, or conditions that are important to the client? Does the	<input type="checkbox"/>

	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.	
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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 getting a directors' resolution confirming your retainer and giving one director or officer 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	Engage with the client's lender or their legal counsel (if applicable) regarding financing arrangements, 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 the target company for release of the information. Consider which, if any, of these searches should be conducted in relation to the vendor (e.g., to confirm its right, and any limitations on its ability, to sell to your client) or the target, or both. In some instances, searches of both the vendor and the target will be appropriate. Consider the fact that, in a share purchase, the purchaser will inherit all the obligations and liabilities of the target.	<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 Records office search and minute book review. Examine all registers and determine any deficiencies with respect to directors, members, transfers and allotments of shares, mortgages, debentures and debenture holders, and other indebtedness. Examine share registers, transparency registers, share certificates, waivers of preemptive rights, and resolutions authorizing issuance, transfer, and buy-back of shares to determine whether the shares are validly allotted, issued, fully paid, transferred, and redeemed. Examine cancelled share certificates. Determine whether directors' and shareholders' meetings have been properly constituted and whether the directors have been validly appointed. Determine whether the proper	


	authorization for every transaction and material contract has been obtained. Review for appropriate disclosures of interest. Determine whether the minutes disclose any further contracts or commitments (including, in particular, any outstanding shareholders' agreements or options to acquire shares).	
	Review articles to determine whether restrictions on transfer of shares exist and the procedure for executing documents. Determine whether a shareholders' agreement exists and whether it contains restrictions on the transfer of shares.	
	.3 Personal Property Registry.	
	.4 ICBC Vehicle Records Department.	
	.5 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).	
	.6 Office of the Superintendent of Bankruptcy (Innovation, Science and Economic Development Canada).	
	.7 Canadian Securities Registration Systems. Search for security under the <i>Bank Act</i> , S.C. 1991, c. 46, s. 427.	
	.8 Labour Relations Board. Search for pending certifications, collective agreements, or any disputes before the Board involving the target company.	
	.9 Other searches as required, depending on the nature of the business of the company (e.g., Mineral Titles Online, Canadian Register of Vessels (Commercial and Pleasure Craft), Small Vessel Register (Commercial), Ministry of Forests, Lands, Natural Resource Operations and Rural Development, hotel/motel tax).	
	.10 Municipal offices. Search for taxes and utilities; planning department; licences and permits; fire inspector; health inspector; zoning and restrictive bylaws.	
	.11 Court registry search re: actions commenced against the target company and vendor in each area where the target company (and, in some instances, the vendor) has substantial business dealings.	
	.12 Sheriff's offices for writs of execution.	
	.13 B.C. Ministry of Finance: PST and employer health tax.	
	.14 Corporation capital tax.	
	.15 Mining tax.	
	.16 Logging tax.	
	.17 Motor fuel tax.	
	.18 Insurance premium tax.	

	.19 Canada Revenue Agency:	
	(a) Income tax re: source deductions and corporate or personal income tax.	
	(b) GST/HST.	
	.20 Consider credit searches and other search services for background on the target, the vendor, and the principals, as applicable.	
	.21 Insurance carried by the target company.	
	.22 WorkSafeBC: Assessment Division and Prevention Division.	
	.23 Employment Standards Branch.	
	.24 Human Rights Tribunal.	
	.25 Environmental matters. Search environment ministries (federal and provincial), Fisheries and Oceans Canada, Contaminated Site Registry. Consider having an environmental audit conducted.	
	.26 Securities searches for public company vendor, target company, or both, including through SEDAR.	
	.27 Canadian Intellectual Property Office. Search for patents, trademarks, copyrights, etc.	
	.28 Consider searching the Canadian Internet Registration Authority (www.cira.ca); perform domain name due diligence.	
	.29 Review <i>Due Diligence Deskbook</i> (CLEBC, 1994–) for other relevant searches and the appropriate scope of the searches.	
3.6	Review all material contracts, including leases and licences, and permits to be assigned, to determine whether any consents to the purchase are required.	<input type="checkbox"/>
3.7	Consider environmental risks associated with property of the company. Assess the need for a Ministry of Environment and Climate Change Strategy, Environment Canada, or Fisheries and Oceans Canada search (see item 3.5.25 in this checklist), a search of other applicable environmental authorities (e.g., municipal, provincial, and federal), or an environmental compliance review. Consider having an environmental audit conducted on property owned by the company. Consider the impact of contaminated sites legislation.	<input type="checkbox"/>
3.8	Consider reviewing GST/HST/PST returns filed. Further information can be found at www.cra-arc.gc.ca and www2.gov.bc.ca .	<input type="checkbox"/>
3.9	Consider consulting a tax expert (in discussion with the client's accountant).	<input type="checkbox"/>
3.10	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> ; and other relevant legislation.	<input type="checkbox"/>

3.11	Consider target company's employees and contractors, and review available employment agreements.	<input type="checkbox"/>
3.12	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 a share purchase transaction.	<input type="checkbox"/>
4.2	Prepare an outline of the document considering the terms of the letter of intent. The SHARE PURCHASE AGREEMENT DRAFTING (B-4) 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. Review the first draft with the client to ensure that it expresses the client's intentions. Consider also drafting any ancillary agreements to the draft purchase agreement.	<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 made 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 incorporates the transaction as it has been formulated.	<input type="checkbox"/>
4.9	Arrange for the signing of the agreement.	<input type="checkbox"/>

5.	PRIOR TO CLOSING	
5.1	Prepare or obtain all the necessary documentation (consult the SHARE PURCHASE AGREEMENT DRAFTING (B-4) checklist for additional considerations), including:	<input type="checkbox"/>
	.1 Notices, applications for review, or rulings pursuant to the <i>Investment Canada Act</i> , the <i>Competition Act</i> , and any other relevant legislation. Consider applying for an advance ruling certificate under the <i>Competition Act</i> .	
	.2 A directors' resolution of the target company authorizing the transfer of shares.	
	.3 A 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).	

	.4 A directors' resolution of the purchaser (if a company) authorizing the transaction.	
	.5 If the vendor is a company, a director's resolution of the vendor authorizing the transaction; plus, if the shares of the target company represent substantially all of the assets of the vendor, a special resolution of the shareholders of the vendor authorizing the transaction.	
	.6 Share register of the target company to show the transfer, issuance of new shares, and cancellation of old shares. Update transparency register (see "Transparency register" under "New developments" in this checklist regarding federal and provincial requirements for transparency registers).	
	.7 Waivers of any pre-emptive rights or rights of first refusal.	
	.8 Officer's certificate of the vendor, dated on the closing date, attesting to the accuracy of representations and warranties contained in the share purchase agreement, the fulfillment of the vendor's pre-closing covenants, the waiver or fulfillment of the vendor's conditions precedent, and such other matters as may be required under the purchase agreement.	
	.9 Opinion of the vendor's lawyer making proper qualifications and assumptions, with respect to the vendor or the target, or both, and asserting, among other things:	
	(a) Valid incorporation of the company and the vendor.	
	(b) The company and the vendor are in good standing.	
	(c) All necessary steps and proceedings have been taken to effect share transfer and transaction.	
	(d) Authorized and issued/outstanding share capital structure.	
	(e) Outstanding shares are validly issued, fully paid, and non-assessable.	
	(f) Agreement (and key ancillary agreement(s) if applicable, such as promissory notes) have been duly executed and delivered.	
	(g) Agreement is fully enforceable against the vendor (the vendor's lawyer should consider whether to grant this opinion).	
	(h) Consider the above opinions, where necessary, regarding a corporate vendor.	
	Note: Many of the preceding items may be resisted by vendor's counsel and may not be appropriate. Consider reviewing chapter 7 (Legal Opinions) in <i>Advising British Columbia Businesses</i> (CLEBC, 2006–) and the statements and opinions of the Solicitors' Legal Opinions Committee of British Columbia, available through at www.cle.bc.ca/solicitors-legal-opinions/ .	
	.10 Resignations of directors and officers and releases from them in favour of the target company (note that the vendor may request releases in favour of directors and officers).	
	.11 Shareholders' resolution appointing new directors.	
	.12 Directors' resolution appointing new officers.	

	.13 Third-party consents as necessary.	
	.14 Non-competition agreements.	
	.15 Documentation transferring the registered and records office.	
	.16 Amendment of employment agreement terms, if any.	
	.17 Discharges of loans/charges to be discharged on closing.	
5.2	Ensure that the conditions of the client's obligation to close have been or will be 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	Have the parties sign the necessary documentation prior to closing (to be held in escrow pending closing, if tabled) and coordinate the documents for each party. If using DocuSign or similar technology for document signing, obtain all applicable email addresses for the purchaser-side signatories; seek the vendor's counsel's consent if intending to send documents for signing directly to the vendor.	<input type="checkbox"/>
5.6	Update searches for closing.	<input type="checkbox"/>
5.7	Obtain cheques, or receipts for cheques, as necessary.	<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	Attend to or advise client to attend to any insurance matters for the target entity and business to be acquired.	<input type="checkbox"/>
5.10	Consider the 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 .	<input type="checkbox"/>

6.	CLOSING	
6.1	Ensure that all the conditions of closing are satisfied or waived.	<input type="checkbox"/>
6.2	Ensure that each party receives the appropriate documents and funds.	<input type="checkbox"/>
6.3	Obtain acknowledgment in writing that all conditions of closing have been satisfied or waived.	<input type="checkbox"/>

6.4	Complete any filings at registries as necessary, including in particular changes of directors with the Corporate Registry. 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"/>
6.5	Obtain the definitive books and records of the target entity and update the corporate records to reflect the transaction.	<input type="checkbox"/>
6.6	Obtain the company seal, if applicable.	<input type="checkbox"/>
6.7	Attend to extraprovincial registration of the target entity, if intending to carry on business outside British Columbia.	<input type="checkbox"/>

7.	POST CLOSING	
7.1	Prepare a reporting letter and account as soon as practicable after closing. Forward the documents to the client and indicate those matters requiring further action. 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"/>
7.2	Diarize any key post-closing dates and communicate applicable dates to the client and other advisors.	<input type="checkbox"/>
7.3	Remind the client to make any tax filings in time; advise the client to confirm with their tax advisor what filings are required.	<input type="checkbox"/>
7.4	Close the file. See the CLIENT FILE OPENING AND CLOSING (A-2) checklist.	<input type="checkbox"/>