

**SAMPLE**

Sample of an affidavit sworn by a  
director typed on plain white paper

**IN THE MATTER OF**  
***[insert full company name]***  
**AND THE BRITISH COLUMBIA BUSINESS**  
**CORPORATIONS ACT, SECTION 316**

**AFFIDAVIT**

I, ***[insert name of director]*** of ***[insert full residential address]*** in the Province of British Columbia, make oath and say as follows:

1. I, ***[insert name of director]***, declare that I am a director of ***[insert full company name]*** (the “company”) and have personal knowledge of the matters hereinafter set forth.
  - (a) the company’s dissolution has been duly authorized in accordance with section 314 (1) (a) or (2) as the case may be,
  - (b) that the company has no assets, and
  - (c) that the company
    - (i) ***[insert the application statement describing the company’s liabilities:  
“has no liabilities, as a result of section 315 (6) or otherwise.”***

**- OR -**

***“has made adequate provision for the payment of each of its liabilities.”***

**Note:** if a statement is made other than those mentioned above, it is recommended you seek legal advice before proceeding.

SWORN BEFORE ME at the City of ***[city]***,  
in the Province of British Columbia, on  
***[insert date]***.

***[signature of Commissioner]***

A Commissioner for taking Affidavits for  
British Columbia

***[signature of director]***

***[name of director]***  
Director

## ***Business Corporations Act* (SBC 2002) Chapter 57**

### Part 10 – Liquidation, Dissolution and Restoration

#### Division 2 – Voluntary Dissolution Without Liquidation

##### Section 314 – Authorization for voluntary dissolution

##### Section 316 – Application for voluntary dissolution

#### Division 8 – Effect of Dissolution

##### Section 344 (2) – Effect of dissolution

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### **Authorization for voluntary dissolution**

- 314** (1) A company may apply to be dissolved under this Division if
- (a) it is authorized to do so by an ordinary resolution,
  - (b) it has no assets, and
  - (c) it
    - (i) has no liabilities, as a result of section 315 (6) or otherwise, or
    - (ii) has made adequate provision for the payment of each of its liabilities.
- (2) Despite subsection (1) (a) of this section, a company referred to in subsection (1) (b) and (c) that has not issued any shares may apply to be dissolved under this Division if it is authorized to do so by a directors' resolution

### **Application for voluntary dissolution**

- 316** (1) In order to apply for dissolution under this Division, a company must
- (a) obtain and deposit in its records office an affidavit that is sworn by a director of the company and that complies with subsection (2), and
  - (b) file with the registrar an application for dissolution in the form established by the registrar containing a statement that the affidavit required under paragraph (a) of this subsection has been obtained and deposited in the company's records office.
- (2) An affidavit referred to in subsection (1) (a) must state
- (a) that the company's dissolution has been duly authorized in accordance with section 314 (1) (a) or (2), as the case may be,
  - (b) that the company has no assets, and
  - (c) that the company
    - (i) has no liabilities, as a result of section 315 (6) or otherwise, or
    - (ii) has made adequate provision for the payment of each of its liabilities.

### **Effect of dissolution**

- 344** (2) If, when a company is dissolved, the company has an asset that has not yet been distributed, the asset vests in the government unless
- (a) the asset is one in which the company is a joint tenant, in which case the asset vests in the other joint tenant on dissolution, or
  - (b) the asset is land located in British Columbia, in which case the asset is, subject to paragraph (a) of this subsection, deemed to escheat to the government under section 4 of the *Escheat Act*.

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This is an unofficial excerpt from the *Business Corporations Act* and is enclosed for ease of reference only. For complete information, refer to the *Business Corporations Act*. Acts and regulations are available for purchase through Crown Publications at [www.crownpub.bc.ca](http://www.crownpub.bc.ca).