

DIRECTORS AND OFFICERS

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EXPLANATION

The directors and officers of a company have different functions and different authority:

- the **directors** are **elected** by the shareholders to manage, or supervise the management of, the affairs of a company and to provide for the establishment of sound business policies;
- the **officers** (the president, secretary, treasurer, etc.) are **appointed** by the directors to carry out the business policies and operations of the company on a daily basis.

The officers may be the same persons as the directors. The Act does not require a company to appoint officers, so unless the *Articles* of the company state that the company must appoint officers, the directors may choose to appoint none or only one, or they may appoint several. The directors may also define the positions and responsibilities of the officers, if appointed.

This chapter of the *Guide* deals with both directors and officers.

DIRECTORS

Directors are individuals who have the legal responsibility and power to manage and direct the affairs of the company. They are elected by the shareholders according to the Act and the *Articles* of the company.

The directors as a whole are collectively referred to as the **Board of Directors**.

There are a number of qualifications and conditions which must be satisfied before a person may be elected as a director. The following are some of the requirements governing the election of directors:

Number of Directors

- Every company must have at least **one** director (s. 120) (and a **public** company must have at least three directors);
- The *Articles* of a company may specify either:
 - the number of directors the company must have; or
 - the range between the minimum and the maximum number of directors (for example, minimum of three, maximum of six).

Residency requirements

Unlike with the B.C. *Company Act* (1996), there are no residency requirements under the Act.

Personal qualifications for election of directors and officers

Pursuant to section 124, no person is qualified to become or to act as a director of a company if that individual is:

- (a) under the age of 18 years;
- (b) found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
- (c) an undischarged bankrupt;
- (d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated business, or of an offence involving fraud, unless:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of:
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; and
 - (D) the conclusion of the term of any probation imposed; or
 - (iii) a pardon was granted or issued under the *Criminal Records Act* (Canada).

In addition, every person who ceases to qualify as a director of a company must promptly resign (s. 124(3)).

Although section 124 refers only to the qualifications of directors, section 141 provides that a person must qualify to become or act as a director under section 124 in order to qualify to become or act as an officer of a company.

Prescribed address

The prescribed address for a director and/or officer of a company is defined in Part 1, Section 2(2) of the *Business Corporation Regulation*. and must be an address selected by a director or officer which is either:

- a delivery address and, if different, the mailing address for the **office** at which he or she can usually be served with records between 9 a.m. and 4 p.m. on business days; or
- the delivery address and, if different, the mailing address of the individual's **residence**. The delivery address must not be a post office box.

The delivery address for an **office** is the location of that office identified by an address that describes a unique and identifiable location that is accessible to the public during statutory business hours for the delivery of records, but does not include a post office box.

When one of the addresses is changed, a *Director Change (Form 10)* changing the **address** must be e-filed.

Share qualification

It is not necessary for a director to hold shares in the company unless so required by the *Memorandum*⁽¹⁾ or *Articles* of the company (s. 125). Occasionally the *Articles* of a company provide that the directors must be shareholders but such a requirement is rare. More common is the requirement that certain shareholders or the holders of certain classes of shares have the right to nominate one or more directors. This right is often contained in a *Shareholders' Agreement*.

Election of Directors

First Directors:

Section 121(2) of the Act states that no designation of an individual as a first director of a company is valid unless those individuals are:

- Incorporators of the company who have signed the *Articles*; or
- individuals who have signed the *Articles* of an **amalgamated** company; or
- individuals who were the directors of the holding corporation of an **amalgamated** company or the director of an **amalgamated** company the shares of which were not cancelled on the amalgamation; or
- individuals who were the directors of a corporation immediately before it was **continued** into British Columbia or **converted** into a company under this or any other Act; or
- any other individuals who consent in writing to act as directors.

Note that the Incorporators are not deemed to be the first directors of the company. An Incorporator is only a first director of the company if he or she is listed as a director on the company's *Notice of Articles*. The first directors of a company hold office as directors from the recognition of the company until they cease to hold office for any of the reasons listed in s. 128 (s. 121(1)) (see below: **Cessation or Resignations of Directors**).

Succeeding Directors

The directors that succeed the first directors must be elected or appointed in accordance with the Act and with what is set out in the *Articles* of the company.

Generally, the *Articles* provide that the shareholders of the company elect the directors at each annual general meeting, but this provision is not mandatory. The shareholders may elect the directors by a resolution in writing. However the election or appointment of a person as a director is **not** valid (s. 122(4)) unless the person:

- consented in writing to his election or appointment (s. 122(4)(a) and 123(2)); or
- was present at a meeting at which he or she is elected or appointed as a director, and did not refuse to act as a director (s. 122(4)(b)); or

⁽¹⁾ If the company has not yet filed a Transition Application.

- performed functions of, or realized benefits exclusively available to a director of the company after the individual knew or ought to have known of the individual's election or appointment as a director (s. 123(1)(b)).

Once the director has consented to act (pursuant to s. 123(1)), the election or appointment is valid on the effective date of the election or appointment (s. 123(2)). Be careful not to e-file the *Notice of Directors* before you receive the written consent of the director in case the director does not consent to the appointment.

According to s. 123(3) of the Act, a consent to be a director is effective until:

- the consent is revoked by the director;
- the term of office of the director expires without the director being promptly reappointed or re-elected;
- the director resigns; or
- the director is removed in accordance with s. 128(3) or (4) (see below).

Casual Vacancy

A casual vacancy occurs when a director dies or resigns. The remaining directors may fill a casual vacancy for the unexpired portion of the term of office (s. 131(b)) provided there is nothing in the *Articles* to the contrary.

Increasing the Board

If the *Articles* so provide, the directors may appoint one or more additional directors (s. 122(2)). However, if additional directors are so appointed, the number of additional directors must not exceed one-third of the number of current directors (s. 122(3)). For example, if there were four directors and the directors wished to increase the board by one director before the next **Annual Reference Date**, the directors would have the power to do so, since this addition would be less than one-third of the current number of directors appointed. On the other hand, if there were only two directors and the directors wanted to appoint two additional directors, more than one-third of the current directors would be added. In this situation the shareholders (and not the directors) would have to approve the appointment of the additional directors. To see if this is possible, you must check the *Articles* of the company for a provision allowing the shareholders to increase the size of the board between annual reference dates and to check that the increase of directors is still within the maximum number of directors allowed.

Sometimes the *Articles* of the company do not make any provision for the shareholders to change the number of directors between annual reference dates. If this situation occurs, bring it to the attention of the supervising solicitor. Very often the shareholders of a closely held private company will resolve to change the number of directors in spite of the lack of authority in the *Articles*, but sometimes the decision to increase the size of the **Board of Directors** can be postponed until the next annual reference date. If the directors or shareholders wish to increase the Board to a number greater than the maximum set out

- he or she dies;
- he or she resigns – a director’s resignation is only effective at the time a written resignation is delivered to the company or to a lawyer for the company or on the date or upon the occurrence of an event specified in the resignation, whichever is the later (s. 128(2));
- he or she is removed by the company – a company may remove a director before the expiration of the director’s term of office by:
 - a special resolution of the shareholders; or
 - if the *Articles* provide that a director may be removed by the vote of less than a special majority of shareholders or may be removed by some other method, by the resolution or method specified (s. 128(3)).

If the *Articles* provide that the shareholders holding a class or series of shares of a company have the exclusive right to elect one or more directors, a director so elected or appointed may only be removed by a special resolution of the holders of that class or series of shares. However, if the *Articles* provide that a director may be removed by the vote of less than a special majority⁽³⁾ of the shareholders of that class or series or may be removed by some other method, a director may be removed by the resolution or method specified (s. 128(4)).

Loss of Quorum

A quorum of directors is the minimum number of directors who must be present (in person or by conference telephone) at a meeting of directors in order for business to be conducted. A quorum may be defined:

- in the *Articles* of the company;
- by resolution; or
- in a *Shareholders’ Agreement*.

When the number of directors in office falls below the number required to form a quorum as a result of one or more vacancies that may occur among the directors, section 134 of the Act provides that the remaining directors may do one or both of the following:

- (a) appoint as directors a sufficient number of individuals that, when added to the number of remaining directors, will constitute a quorum; or
- (b) call a shareholders’ meeting to fill any or all vacancies among the directors and to conduct such other business, if any, that may be dealt with at that meeting.

When there is a loss of quorum, the directors must not take any action until a quorum has been obtained (s. 134(b)).

A person appointed as a director under (a) above, will hold office until there is a sufficient number of directors, elected or appointed to constitute a quorum:

- under the *Memorandum* or *Articles* of the company; or
- by the shareholders (s. 131 – **Vacancies among directors**) or (b) above; or
- pursuant to section 132 of the Act (**Vacancies among class or series directors**).

not then re-elected, his or her term of office expires.

⁽³⁾ For a definition of “special majority” see Appendix D – Glossary.

If no Directors in Office

Sometimes, when a company is sold and the entire **Board of Directors** resigns or the sole director of a company dies, the company is left without directors.⁽¹⁾

The appointment of the directors may be effected by a unanimous resolution of all of the shareholders who carry the right to vote, or, if there are no voting shareholders, by a unanimous resolution of all the shareholders, or if no shares have been issued, by all of the incorporators or the subscribers, as the case may be (s. 135(3)).

Section 135(1) of the Act also provides that if there are no directors, an individual may be empowered by the shareholders, incorporators or subscribers, as the case may be, to call a meeting of the shareholders, incorporators or subscribers, whereby enough directors to form a quorum can be appointed. The new **Board of Directors** must consist of no more than the number of directors who may be appointed at an annual general meeting under the company's *Articles*.

The individual noted in s. 135(1) may be empowered by a written document signed by those shareholders holding in the aggregate more than half of the (voting) shares of the company, or if no shares have been issued, a written document signed by more than half of the incorporators or the subscribers, as the case may be (s. 135(2)).

Applications to Remove Self as Director or Officer

Section 127.1 allows a person who claims not to be a director, but is recorded as a director in a company's *Notice of Articles*, on notice to the company, to apply to the Registrar to alter the company's *Notice of Articles* to remove the person's name and any address of the person.

Section 129 allows an individual to bring an application to Court to have himself or herself removed as a director or officer of a company. Such an application may be brought by an individual who:

- did not consent to act as a director or officer, or
- may have acted as a director or officer of the company, but the records of the Registrar do not reflect the correct dates of the individual's appointment and cessation as a director or officer of the company.

We have included the process for an application directly to the Registrar pursuant to Section 127.1 (pages 48-56) but not the application to the Supreme Court, pursuant to Section 129 which is beyond the scope of this Guide.

Director Change (Form 10)

Within 15 days after a change in its directors or in the prescribed address of any of its directors, a company must complete and e-file with the Registrar a *Director Change* (Form 10) (s. 127(1)).

Form 10 must also be filed in order to:

- correct the name of a director (for example, to include the middle initial);
- correct the spelling of the name of a director; and

⁽¹⁾ When the sole director who is also the sole shareholder dies - see explanation in the **Transfers and Transmission** chapter and notes opposite the Shareholders' Resolutions on page 22 and 47

- advise the Registrar of any legal change of name.

Any correction of the spelling of a director's name is considered by B.C. Registry Services as a legal change of name and that is what should be selected when filing Form 10.

Since the names and addresses of the directors are shown in the *Notice of Articles*, the *Notice of Articles* must be altered by the Registrar to reflect the changes shown in the *Form 10*. When completed, the Registrar will forward a certified copy of the *Notice of Articles* as altered to the registered office of the company or any address specified on filing of the form.

OFFICERS

Section 141(3) states that a person who is not qualified to become or act as a director of a company pursuant to section 124 is not qualified to become or act as an officer of the company.

There are no requirements in the Act for a company to have officers, or that the president be a director of the company. However, the *Articles* of the company may provide that the company must appoint officers and they may provide what the officers' specific duties are. The qualifications for an individual to act as an officer are the same as for a director.

In order to make the explanations in this *Guide* easier to understand, we have provided separate *Resolutions*, *Consents to Act* and *Resignations* for directors and officers. If the election and appointment of directors and officers are concurrent, the resolutions may be combined in a *Directors Resolution*, however, generally a *Shareholders Resolution* (page 22) is required for the election of the directors (i.e. the shareholders must elect directors, unless a director dies, resigns or is removed (see section 122), or the appointment of additional director(s) falls between annual meetings and follows the constraints of section 128). When the Shareholders change directors, a separate *Directors Resolution* (page 32) should be prepared for the appointment of any officers (since it is the directors who appoint the officers).

Under the Act, there is no procedure for advising the Registrar of the appointment of, or change in, officers between *Annual Report* filings. If officers are appointed at the time of incorporation, the earliest notice of such appointment will be on the first *Annual Report* filed a year after the company's incorporation. Similarly, if there is a change in officers during the year, the change can only be shown on the next year's *Annual Report* filed on the anniversary date of the company's incorporation. The Registrar will not accept any form or letter to show changes in officers between *Annual Reports*. For those reasons, many firms choose not to include Officer information in the *Annual Reports*.

LIABILITY OF DIRECTORS AND OFFICERS

Directors and officers have a fiduciary duty to manage the affairs of the company in a manner consistent with its best interests. This fiduciary duty is owed to the company. A fiduciary duty is founded on trust and confidence and any breach of this duty may make the director or officer personally liable to the company.

Subject to s. 157 of the Act, directors who vote for, or consent to, a resolution that authorizes

the company to undertake certain transactions, are jointly and severally liable for any amount paid or distributed as a result of such resolution and not otherwise recovered by the company (s. 154(1)). The transactions that could result in such liability are as follows:

- carrying on business or exercising any power that the company is restricted by its *Articles* or *Memorandum* from carrying on, and as a result of which the company has to pay compensation to any person;
- paying an unlawful commission or discount;
- paying a dividend if the company is insolvent or such payment renders the company insolvent;
- purchasing, redeeming or acquiring shares of the company when the company is insolvent or such action would render the company insolvent; and
- making a payment or giving an indemnity if the indemnification is prohibited under s. 163.

Subject to s. 157, a director is also liable to the company or any shareholder or beneficial owner of shares if par value shares are issued at a value less than the par value of the share or if shares are issued and not fully paid for (s. 154(2)). A director or officer is **not** liable under s. 154(2) if the director did not know and could not reasonably have known that the value of the consideration for which the share was issued was less than the issue price set for the share (s. 154(4)).

And a director is **not** liable under sections 154(1) or (2) if the director's dissent to a resolution is recorded in the minutes of the meeting or the director delivers to the company or mails by registered mail a notice of dissent in writing (s. 154(5)). On receipt of such written notice of dissent, the company and the secretary of the meeting must certify the date and time of receipt on the notice.

As noted above, s. 157 of the Act places some limitations on the liability of directors. It provides that a director is **not** liable under s. 154 if the director relied, in good faith on:

- financial statements of the company;
- a written report of a professional such as a lawyer, accountant, engineer or appraiser;
- a statement of fact represented to the director by an officer of the company to be correct; or
- any record, information or representation that, although forged, fraudulently made or inaccurate, would, if genuine and accurate, have provided reasonable grounds for the actions of the director.

Section 157(2) also provides that a director is **not** liable under section 154 if the director did not know and could not reasonably have known that the transaction or resolution was contrary to the Act.

If a director or officer of a company knowingly permits the company not to display the company's name as required by section 27, and a member of the public suffers loss or damage as a result of being misled by that contravention, such director or officer is personally liable for such loss or damage suffered (s. 158).

Also, pursuant to s. 192, if a director or senior officer of a private company divulges confidential information in connection with a transaction relating to any security of the

private company and does so for the benefit or advantage of himself or herself or any associate or affiliate and the information might reasonably be expected to materially affect the value of the security, subject to some exceptions enumerated in sections 192(3) and (5), the director or officer will be held liable to compensate any person for any direct loss suffered.

As well as their fiduciary duty to the company and their potential liability under the Act, directors and officers may also become liable under other statutes. A few of the many statutes that provide for joint and several liability of directors are:

- the *Employment Standards Act* – liability for up to two months outstanding wages owing to employees;
- the *Income Tax Act* – liability for failure to withhold employee’s income tax, employment insurance and CPP contributions;
- the *Environmental and Land Use Act* – liability for certain environmental violations of the company or in the use of any lands that the company holds; and
- the *Securities Act* – liability for violations of the insider trading rules.

Directors may also be held liable under certain provisions of the *Criminal Code* if they have knowingly aided and abetted in committing an offence.

DISCLOSABLE INTERESTS

Directors and senior officers of a company must disclose their interest in any contract or transaction with the company which is material to the company (s. 147). This disclosure requirement prevents directors from making secret profits or taking advantage of corporate opportunities for their own profit. For example, if a person is a director of a company that manufactures widgets (Company A) and this same person owns a substantial interest in another company (Company B) that owns land which Company A has agreed to purchase so that a widget factory could be built, this person (the director of Company A) would have to disclose to Company A his interest in the transaction before the sale took place.

There are several exceptions to this rule:

- if the transaction arose before the coming into force of the Act and the transaction was not disclosable under any of the former *Companies Acts* that were in effect on or after the date on which the disclosable interest arose;
- if both the company and the other party to the transaction are wholly owned subsidiaries of the same company, or if either the company or the other party is a wholly owned subsidiary of the other; or
- if the director or officer is the sole shareholder of the company or of a company of which the company is a wholly owned subsidiary.

The “**other party**” as noted above and as used in s. 147 of the Act means an organization of which the person in question is a director or senior officer or in which the person in question has a material interest (s. 147(3)).

Pursuant to s. 147(4), **no** disclosure of interest is required if the transaction relates to:

- security granted by the company for moneys loaned to the director or senior officer for the benefit of the company;
- an indemnity or insurance for the indemnification of directors or officers of the company;
- the remuneration of the director or senior officer in that person's capacity as director, officer, employee or agent of the company;
- a loan to the company and the director or senior officer has a material interest in or is to be a guarantor of some or all of the loan;
- a transaction with or for the benefit of an affiliate of the company and the director or senior officer is also a director or senior officer of the affiliate.

Section 148 of the Act provides that a director or senior officer is liable to account to the company for any profit that accrues to the director or senior officer as a result of a transaction in which the director or senior officer holds a disclosable interest **unless**:

- the disclosable interest was disclosed before the coming into force of the Act and was approved as set out in the former *Companies Acts* or is approved under s. 149 of the present Act;
- the director or senior officer disclosed the interest and, if a director, abstained from voting on any resolution relating to the transaction;
- the director or senior officer disclosed the interest and the shareholders of the company passed a special resolution consenting to the transaction;
- the company entered into the transaction before the director or senior officer became a director or senior officer of the company; or
- all of the directors have a disclosable interest, then any or all of the directors may vote on a directors' resolution to approve the transaction.

As well, pursuant to s. 150(1), the court may order that a director or senior officer not be held liable for a disclosable interest in a transaction if that transaction was fair and reasonable to the company (s. 150(1)(2)).

In addition to the disclosure of interest provisions set out above, if a director or senior officer holds any office or possesses any property or interest that could result in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a senior officer or director of the company, the director or officer must disclose the nature and extent of the conflict (s. 153). For example, if an individual is a director or senior officer of a company that relies on contracts with the local municipal government and that individual is elected or appointed to some position in the municipal government, there could be a conflict of interest, and the director or senior officer would have to disclose that position to both the company and to the municipal government.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under the Act, a company may indemnify directors or officers for any liabilities or expenses incurred as a result of acting as a director or officer of the company (s. 160).

However, a company may be prohibited from indemnifying a director or officer if:

- it is prohibited from giving an indemnity by its *Articles*;
- the director or officer did not act honestly or in good faith;
- the director or officer did not have reasonable grounds for believing that his or her conduct was lawful; or
- the indemnification is for an action brought against the officer or director by the company (s. 163).

If the company refuses to provide the indemnification, the director or officer may apply to court for an order that the company indemnify the director or officer (s. 164).

To help cover the cost of such indemnification, a company is entitled to purchase and maintain director's or officer's liability insurance (s. 165).

RESTRICTION ON POWERS

By way of its *Articles*, a company may restrict the powers of its directors and it may transfer those restricted powers to some other person or persons (s. 137(1)). If the powers to manage the business and affairs of a company are transferred to one or more other persons, such as the shareholders of the company, those persons will have all the rights and powers of the directors, but they will also have the duties and liabilities of the directors with respect to those powers (s. 137(2)). Section 137 of the Act permits the *Articles* to function in much the same way as a unanimous shareholders agreement under the *Canada Business Corporations Act*.

If a person who is not a director performs some of the functions of a director, then that person will be bound by the sections of the Act relating to the powers and duties of directors (s. 138). However, there are several categories of persons who are exempt from this section:

- persons who perform the functions under the direction or control of a shareholder, director or senior officer of the company;
- a lawyer, accountant or other professional who provides professional services to the company;
- a trustee in bankruptcy; and
- a receiver, receiver manager or secured creditor.

PROCEDURE/CHECKLIST

1. Receive instructions from the client to change, add or remove a director, directors, officer or officers of the company

Note: If **only** the prescribed address of a director or officer is changed – proceed to Step 12 – prepare the **Director Change** (Form 10). At many firms, the supervising solicitor signs the Notice if it is only for a change of address of a director
2. Make sure that all of the requirements for electing or appointing the person(s) as director(s) or officer(s) are complied with (e.g. age, number of directors, share qualification, etc. – see **Explanation** above)
3. Check the **Articles** and **Shareholders' Agreement** (if any) for any provisions regarding the appointment of directors and officers
4. If applicable prepare:
 - a **Consent to Act as a Director** (page 18)
 - a **Resignation of Director** (page 20)
 - a **Consent to Act as an Officer** (page 28)
 - a **Resignation of Officer** (page 30)
5. Check the following to determine the applicable resolution or document to be prepared:
 - if directors are being appointed or are resigning or there is a change in the number of directors – **Shareholders Resolutions** (page 22)
 - if a director is being removed by special resolution – a **Special Resolution** (page 24) or **Notice of Meeting** (see the **Miscellaneous** chapter) if an extraordinary general meeting will be held
 - if there is a casual vacancy – **Directors Resolutions** electing and appointing the new director and, if applicable, accepting the resignation (page 26)
 - if an officer resigns, is removed or is appointed – **Directors Resolutions (Appointing Officers and/or Accepting their Resignations)** (page 32)
6. Prepare a **Director Change** (Form 10) (page 40)
7. Prepare an **Indemnity Agreement**, if applicable (page 34)
8. Prepare a **Disclosure Statement**, if applicable (page 42) and a **Directors Resolution (Approving a Disclosable Interest)** (page 44)
9. Prepare the **Transmittal Letter (Forwarding Documents for Signature)** (page 38)
10. Diarize the file for the return of documents from the client

Upon receipt of the signed documents:

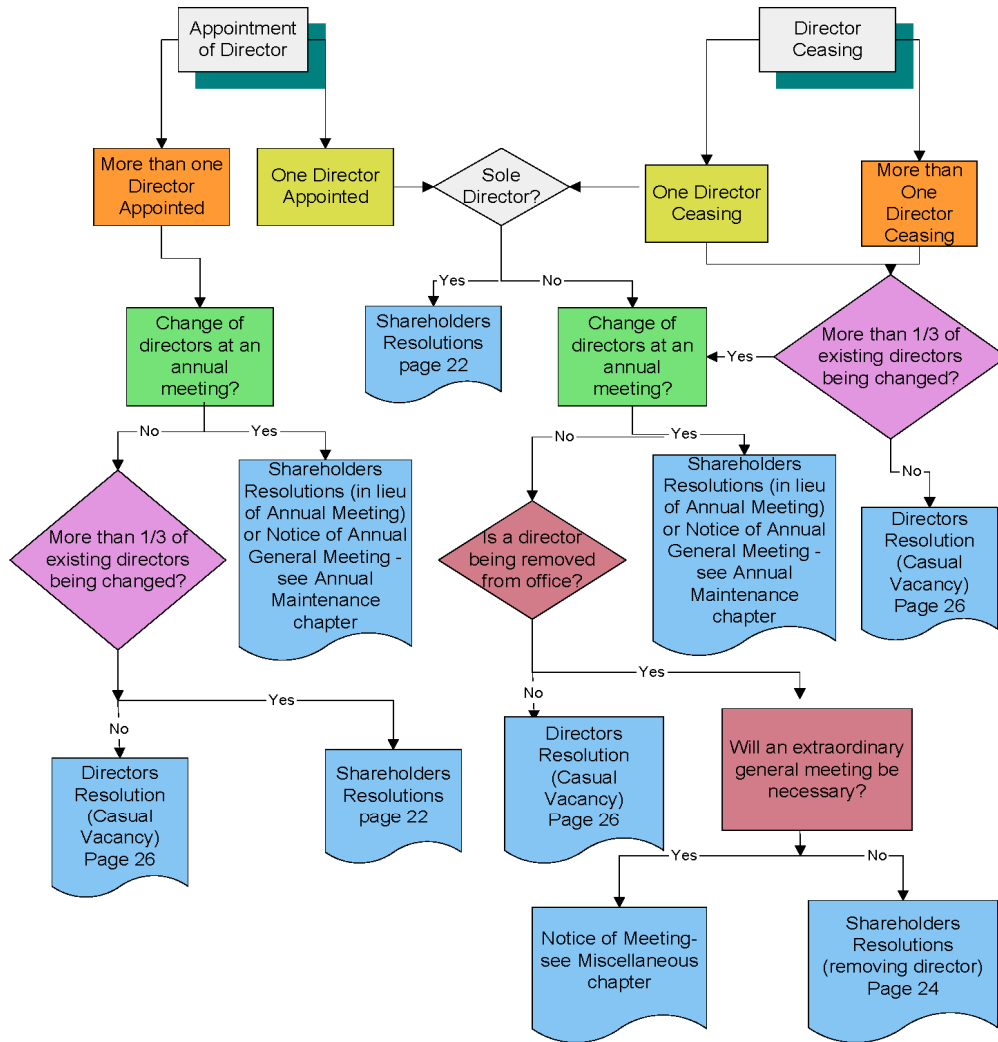
11. Date and time stamp any documents required to be date/time stamped (including all resignations of directors) when received by the law firm – see the **Records** chapter
12. E-file the *Director Change* (Form 10) (see **Appendix B – Electronic Filings**)
13. Diarize the file for receipt of the certified copy of the *Notice of Articles*, as altered, from the Registrar
14. File the signed documents in the *Records Book* as follows:

Tab in Records Book	Documents
Charter Documents	Certified copy of Notice of Articles, as altered
Directors' Minutes/Resolutions	Directors Resolution
	Indemnity Agreement ⁽¹⁾
Consents/Resignations	Consent to Act as Director/Officer
	Resignation of Director/Officer
Shareholders' Minutes/Resolutions	Shareholders Resolutions
Disclosures	Disclosure Statements
Documents Filed with the Registrar	Director Change (Form 10)

15. Update your database if you have one
16. Record the changes in the *Register of Directors*
17. Report changes to the company and the company's accountants (if required)

⁽¹⁾ Alternatively, this agreement could be filed under Documents Approved by the Directors, if it is not your firm's policy to file such agreements in the Records Book with their enabling resolutions.

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CONSENT TO ACT AS A DIRECTOR

General Notes

The election and appointment of a director is not valid unless he or she consents in writing to act as a director, or unless the person is elected or appointed at a meeting at which she or he was present and did not refuse to act as a director. A written *Consent to Act as a Director* is always required if the election or appointment is made by a *Directors Resolution* (i.e. not at a meeting). The *Consent to Act as a Director* can be given at any time after the election or appointment of the director and the director is deemed to have been a director for all purposes from the date of such election or appointment (s. 123(2)). Be careful, however, that the director has consented in writing (or attended the meeting at which he or she was elected) before filing a *Director Change* (Form 10).

Pursuant to section 123(3) of the Act, the *Consent to Act as a Director* is effective until:

- the consent is revoked by the director;
- the director's term of office expires without the director being promptly reappointed or re-elected;
- the director resigns; or
- the director is removed from office.

Preparation

- ① Insert the effective date on which the director is to be appointed, or if the date is unknown, leave blank.
- ② Insert the full legal name of the new director.
- ③ Insert the prescribed delivery address, and if different, the prescribed mailing address of the director (see **Explanation – Prescribed Address** (page 4)).
- ④ The text of section 124 of the Act is only included for the convenience of the person signing the *Consent to Act as a Director* since the person confirms that he or she is not disqualified under this section. If it is the policy of your law firm not to include this section, you may delete it.

Note: If you delete the text of section 124, ensure that you also delete the words: “*the text of which is set out below*” at the end of the second paragraph in the Consent.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

CONSENT TO ACT AS A DIRECTOR

TO: *{NAME OF COMPANY}*
(the “Company”)

I consent to act as a director of the Company and agree to my re-election or re-appointment from time to time without further notice.

I certify that I am not disqualified from acting as a director under the provisions of subsection 124(2) of the British Columbia *Business Corporations Act*, the text of which is set out below.

Dated effective *{date}* ①

{NAME OF NEW DIRECTOR} ②

Delivery address: *{address}* ③

Mailing address: *(if different) {address}* ③

PERSONS DISQUALIFIED AS DIRECTORS

④

124(2) An individual is not qualified to become or act as a director of a company if that individual is:

- (a) under the age of 18 years;
- (b) found by a court, in Canada or elsewhere, to be incapable of managing the individual’s own affairs;
- (c) an undischarged bankrupt;
- (d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated business, or of an offence involving fraud, unless:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of:
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; and
 - (D) the conclusion of the term of any probation imposed; or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act (Canada)* and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

RESIGNATION OF DIRECTOR

General Notes

When a director resigns, the resignation should be documented and the resigning director should provide the company or the company's solicitor with a written form of **Resignation** (s. 128(2)).

If a director is also an officer of the company, his resignation from office (e.g. president, vice-president, secretary, treasurer, etc.) should be included in the **Resignation**.

The resignation of a director becomes effective at the time that the written resignation is delivered to the company or the lawyer for the company, or on the date and time specified in the resignation, whichever is later (s. 128(2)).

Preparation

- ① If your instructions are that the director is also resigning as an officer of the company, add the resignation from the appropriate office (e.g. president, secretary, etc.) to the **Resignation**.
- ② Insert:
 - the effective date of the resignation; or
 - "...*immediately*"; or
 - "...*upon acceptance by the Board of Directors*".
- ③ If in ②:
 - you have inserted "...*immediately*", insert the effective date of the resignation or leave blank.
 - you have inserted the effective date of the resignation or "...*upon acceptance by the Board of Directors*", insert the date the resignation is signed or leave the date blank.
- ④ It is not necessary to insert the director's address.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded for signature to the company or the person resigning, as applicable – see **Transmittal Letter (Forwarding Documents for Signature)** (page 38).

RESIGNATION OF DIRECTOR

TO: *{NAME OF COMPANY}*
 (the “Company”)

I resign as a director *{and as the president/secretary, etc}* ① of the Company effective ②.

Dated: *{date}* ③

{NAME OF RESIGNING DIRECTOR}
④

SHAREHOLDERS RESOLUTIONS (Determining Number of Directors and Electing and Appointing Directors and/or Confirming Resignations)

General Notes

The powers given to the shareholders to elect the directors of a company are generally found in the *Articles* of the company in the section usually entitled “Election and Removal of Directors”. Special provisions regarding the election of directors may also be contained in a *Shareholders’ Agreement*.

Prepare the *Shareholders Resolutions* if:

- the number of directors is being increased by more than one-third of the current directors; or
- the entire board is being replaced; or
- the company has only one director.

Prepare the *Directors Resolutions (Casual Vacancy)* (page 26) if:

- there is a casual vacancy and the vacancy is being filled by the remaining director or directors; or
- additional directors are being appointed, but no more than one-third of the number of current directors.

(For an explanation of “casual vacancy” see **Explanation – Casual Vacancy** – page 6). If the director who resigns or is appointed is also an officer, prepare the *Directors Resolution (Appointing Officers)* (page 32) **in addition** to this *Shareholders Resolution*. If you are preparing the *Directors Resolutions (Casual Vacancy)* (see above), the resignation and/or appointment of an officer may be included in that resolution.

☞ **When the sole shareholder and director of a company dies, a new director or directors must be appointed, and a *Director Change (Form 10)* promptly filed. For the procedure and precedent, see the *Shareholders’ Resolution* on page 46**

Preparation

- ① If the *Articles* have given the shareholders the power to determine the number of directors, include one of these choices. If the directors must set the number of directors to be elected, delete both choices. If the number is not being changed, you may insert the first choice, but it is optional. If the number is being increased or decreased, insert the second choice, as appropriate.
- ② Choose one of the alternatives depending on whether there is only one resignation or several.
- ③ Insert this paragraph if there is only one director appointed.
- ④ Insert this paragraph (instead of ③) if several directors are appointed.
Insert the effective date of the change of directors or if you have not received instructions regarding the effective date, leave it blank.
- ⑥ Check the *Central Securities Register* of the company and insert the names of all of the shareholders entitled to vote.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

SHAREHOLDERS RESOLUTIONS
OF
{NAME OF COMPANY}
 (the “Company”)

WHEREAS:

- A. A resignation as director has been received from *{NAME OF RESIGNING DIRECTOR}*; and
- B. *{NAME OF NEW DIRECTOR}* has consented in writing to act as a director of the Company.

or:

- B. The following persons have consented in writing to act as directors of the Company:
- {NAME OF NEW DIRECTOR}*
{NAME OF NEW DIRECTOR}

RESOLVED THAT:

1. ①The number of directors of the Company be determined at *{number}*.

or:

1. ①The number of directors of the Company be increased/decreased from *{number}* to *{number}*.
2. ②The resignation of *{NAME OF RESIGNING DIRECTOR}* be confirmed.

or:

2. ②The resignations of the following persons as directors of the Company be confirmed:

{NAME OF RESIGNING DIRECTOR}
{NAME OF RESIGNING DIRECTOR}

3. ③*{NAME OF NEW DIRECTOR}*, be appointed as a director of the Company to hold office until the next annual reference date of the Company or until such person ceases to hold office if sooner.

or:

4. ④The following persons be appointed as directors of the Company to hold office until the next annual reference date of the Company, or until such persons cease to hold office if sooner:

{NAME OF NEW DIRECTOR}
{NAME OF NEW DIRECTOR}

Dated effective: *{Date}*

 ⑥*{NAME OF SHAREHOLDER}*

⑥*{NAME OF SHAREHOLDER}*

SHAREHOLDERS RESOLUTION (Removing a Director)

General Notes

The shareholders may remove a director by special resolution, unless the *Articles* of the company provide for a different method of removing a director (s. 128(3)).

This *Shareholders Resolution (Removing a Director)* should be prepared if the voting shareholders have unanimously agreed to remove the director or directors and the *Articles* permit the removal.

If the shareholders are not all in agreement with the decision to remove the director, a general meeting will have to be called, and a notice specifying the intention to propose the special resolution removing the director or directors will have to be sent to all of the shareholders of the company (see the **Miscellaneous** chapter for the *Notice of Shareholders' Meeting (to be held)*). **Preparation**

- ① Use the second choice if **several** directors are removed.
- ② The appointment of replacement directors (and additional directors, if applicable) can be passed by an ordinary resolution, rather than a special resolution.
- ③ If the *Articles* have given the shareholders the power to determine the number of directors, include one of these choices. If the number is not being changed, you may insert the first choice, but it is optional. If the number is being increased or decreased, insert the second choice, as appropriate. If the directors must set the number of directors to be elected, delete both choices.
- ④ If no replacement or additional directors will be appointed, omit this paragraph.
Insert the effective date of the change of directors or if you have not received instructions, leave it blank.
- ⑥ Check the *Central Securities Register* of the company and insert the names of all of the shareholders entitled to vote.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

SHAREHOLDERS RESOLUTIONS
OF
{NAME OF COMPANY}
(the “Company”)

RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. ① ***{NAME OF DIRECTOR BEING REMOVED}*** be removed as a director of the Company effective immediately.

or:

1. ① The following persons be removed as directors of the Company effective immediately:

{NAME OF DIRECTOR BEING REMOVED}
{NAME OF DIRECTOR BEING REMOVED}

② RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. ③ The number of directors of the Company be determined at ***{number}***.

or:

1. ③ The number of directors of the Company be increased/decreased from ***{number}*** to ***{number}***.

2. ④ The following persons, having consented to act, be appointed as directors of the Company to hold office until the next annual reference date or until such persons cease to hold office if sooner:

{NAME OF NEW DIRECTOR}
{NAME OF NEW DIRECTOR}

Dated effective: ***{Date}***

⑥ ***{NAME OF SHAREHOLDER}***

⑥ ***{NAME OF SHAREHOLDER}***

DIRECTORS' RESOLUTIONS (Casual Vacancy)

General Notes

This Resolution is prepared **instead of** the *Shareholders Resolutions* when:

- a **casual vacancy** in the board of directors of a company occurs (see **Explanation – Casual Vacancy** (page 6); or
- the number of additional directors does not exceed one-third of the number of current directors (for example, if there were four directors, and the directors wish to increase the board by one director before the next **Annual General Meeting**) (s. 122(3)); and
- the *Articles* grant the directors the power to determine the number of directors.

You should prepare the *Shareholders Resolutions* (page 22) to approve the appointment of the additional director if:

- more than one-third of the current directors is added (for example, if there are only two directors and the directors wish to appoint one additional director); and
- the *Articles* grant the shareholders the power to determine the number of directors; or
- the individual who is replaced was the only director of the company (for example, the sole director died and is replaced).⁽¹⁾

Consents to Act (and if applicable, *Resignations*) should also be prepared and signed. Check the *Articles* of the company to ensure that the directors and/or the shareholders have the power to increase the board of directors between annual reference dates. If they do not have this power, advise the responsible solicitor and request instructions.

If the director who resigns is also an officer, the *Directors Resolutions (Appointing Officers)* (page 32) should be prepared in addition to this resolution, or the appropriate paragraph from that resolution inserted here.

Preparation

- ① Choose the appropriate paragraph (depending if the person “stepping down” has resigned or died).
- ② Omit this paragraph if a director has not resigned.
- ③ Use this paragraph if only **one** director is appointed.
- ④ If **several** directors are appointed use this paragraph.
Insert the effective date of the resolution or leave blank if you do not know the date.
- ⑥ Check the *Register of Directors* of the company and insert the names of all directors.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

⁽¹⁾ When the sole director who was also the sole shareholder dies, use the Shareholder’s Resolution on page 46.

DIRECTORS RESOLUTIONS

OF

{NAME OF COMPANY}

(the “Company”)

① **WHEREAS** *NAME OF DIRECTOR* died on *{date of death}*.

or:

① **WHEREAS** *{NAME OF DIRECTOR}* resigned effective *{date}*.

RESOLVED THAT:

- 1. ② The resignation of *{NAME OF RESIGNING DIRECTOR}* be accepted.
- 2. ③ *{NAME OF NEW DIRECTOR}*, who has consented in writing to act as a director, be appointed a director of the Company, to hold office until the next annual reference date of the Company or until such person ceases to hold office if sooner.

or:

④ The following persons, having consented in writing to act as directors, be appointed as directors of the Company, to hold office until the next annual reference date of the Company, or until such persons cease to hold office if sooner:

{NAME OF NEW DIRECTOR}
{NAME OF NEW DIRECTOR}

Dated effective *{Date}*

⑥ *{NAME OF DIRECTOR}*

⑥ *{NAME OF DIRECTOR}*

CONSENT TO ACT AS AN OFFICER

General Notes

Although a *Consent to Act as an Officer* is not required by statute or generally by the *Articles* of the company, it is the practice of many law firms to prepare a consent signed by an officer if the officer is not a director or shareholder of the Company. The reason for this precaution is that the officers of the company could be held personally liable for a variety of offences committed by the company. It is not unknown for an officer to be appointed by the directors of a company without his or her knowledge or consent (see **Explanation – Liability of Directors and Officers** – page 9).

Note: A person may hold more than one office, for example president and secretary (see notes below), and secretary/treasurer, secretary/vice-president, etc.

Preparation

- ① Insert the position or office, e.g. president, vice-president, secretary or treasurer.
- ② Insert:
 - the effective date of the consent; or
 - “...*immediately*”.
- ③ If in ② you have inserted the effective date of the consent, insert the effective date, otherwise leave blank.
- ④ Insert the full legal name of the proposed officer.

Insert the prescribed delivery address, and if different, the prescribed mailing address of the director (see **Explanation – Prescribed Address** –page 4).
- ⑥ The text of section 124 of the Act is only included for the convenience of the person signing the *Consent to Act* since the person confirms that he or she is not disqualified under this section. If it is the policy of your law firm not to include this section, you may delete it.

Note: If you delete the text of section 124, ensure that you also delete the words: “*the text of which is set out below*” at the end of the second paragraph in the Consent.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

CONSENT TO ACT AS AN OFFICER

To: *{NAME OF COMPANY}*
(the “Company”)

I consent to act as the ① of the Company effective② and certify that I am not disqualified from acting as an officer of the Company under Section 124(2) of the *Business Corporations Act* (British Columbia), a copy of which is set out below.

Dated: *{date}*③

*{NAME OF NEW OFFICER}*④

Delivery address: *{address}*

Mailing address: *(if different) {address}*

PERSONS DISQUALIFIED AS DIRECTORS

⑥

124(2) An individual is not qualified to become or act as a director of a company if that individual is:

- (a) under the age of 18 years;
- (b) found by a court, in Canada or elsewhere, to be incapable of managing the individual’s own affairs;
- (c) an undischarged bankrupt;
- (d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated business, or of an offence involving fraud, unless:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; and
 - (D) the conclusion of the term of any probation imposed; or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act (Canada)* and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

RESIGNATION OF OFFICER

General Notes

When an officer resigns, a written *Resignation* may be prepared to document the resignation.

If a director is also an officer of the company, his or her resignation from office (e.g. president, vice-president, secretary or treasurer) should be included in the *Resignation of Director* (see page 20) instead of preparing a separate document.

There is no provision for filing a notice recording the resignation of an officer with the Registrar between *Annual Reports*, therefore the change in officers should be shown on the next *Annual Report*

Preparation

- ① Insert the office from which the officer is resigning (check the *Records Book*, *Register of Directors* and the latest *Annual Report*).
- ② Insert:
 - the effective date of the resignation; or
 - “*immediately*”; or
 - “*upon acceptance by the Board of Directors*”.
- ③ If in ②:
 - you have inserted “*immediately*”, insert the effective date of the resignation or leave blank.
 - you have inserted the resignation date or inserted “*upon acceptance by the Board of Directors*”, leave the day blank and fill in the month and year the Resignation is signed (it may not necessarily be the effective date of resignation).

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded for signature to the company or to the resigning officer, as applicable – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

RESIGNATION OF OFFICER

To: *{NAME OF COMPANY}*
(the “Company”)

I resign as the ① of the Company effective ②.

Dated *{date}* ③

{NAME OF RESIGNING OFFICER}

DIRECTORS RESOLUTIONS **(Appointing Officers and/or Accepting their Resignation)**

General Notes

This Resolution is used when an officer dies, resigns or is removed from office and/or a new officer is appointed and there is no change in directors.

The directors may appoint an officer under any title. However, when filing an Annual Report online (which is the only form notifying the Registrar of the appointment of an officer), only the following titles may be used:

Assistant Secretary	Chair	Treasurer
CEO	President	Vice-President
CFO	Secretary	Other

If the officer has another title, e.g. Controller, Assistant-Treasurer, etc., it will be necessary to check “Other” and that officer will be shown as “other”.

If there is also a change in directors, the contents of this resolution may be combined with the *Directors’ Resolutions (Casual Vacancy)* (page 26). However if the *Shareholders Resolutions* (page 22) is prepared to change the directors, then this resolution must be prepared in addition to the *Shareholders Resolutions*.

Preparation

- ① Insert the appropriate paragraph depending on whether the officer is resigning or has died or whether there is one or several resignations.
- ② Insert the full name of the resigning officer and his/her office or position.
- ③ Insert one of the paragraphs depending on whether there is one resignation or several.
- ④ Insert one of these paragraphs depending on whether there is one appointment or several.

Insert the full legal name of the new officer and his/her office or position.
- ⑥ Insert the effective date of the resolution, or leave blank if you do not know the date.
- ⑦ Check the *Register of Directors* of the company and insert the names of all directors.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

DIRECTORS RESOLUTIONS
OF
{NAME OF COMPANY}
 (the “Company”)

WHEREAS:

①*{NAME OF RESIGNING OFFICER}*② has resigned as the *{position or office}*② of the Company;

or:

①*{NAME OF DECEASED OFFICER}*② who was the *{position or office}*② of the Company died on *{date}*;

or:

①The following persons have resigned as officers of the Company:

*{NAME OF RESIGNING OFFICER}*② *{position or office}*②
*{NAME OF RESIGNING OFFICER}*② *{position or office}*②

RESOLVED THAT:

1. ③The resignation of *{NAME OF RESIGNING OFFICER}*② as *{position or office}*② be accepted.

or:

1. ③The following resignations be accepted:

*{NAME OF RESIGNING OFFICER}*② *{position or office}*②
*{NAME OF RESIGNING OFFICER}*② *{position or office}*②

2. ④*NAME OF NEW OFFICER}*⑤, who has consented to act as an officer, be appointed as the *{position or office}*⑤ of the Company.

or:

2. ④The following persons, each of whom has consented to act as an officer, be appointed to the offices set opposite their respective names:

*{NAME OF NEW OFFICER}*⑤ *{position or office}*
*{NAME OF NEW OFFICER}*⑤ *{position or office}*

Dated effective: *{Date}*⑥

 ⑦*{NAME OF DIRECTOR}*

 ⑦*{NAME OF DIRECTOR}*

INDEMNITY AGREEMENT

General Notes

If a solicitor acts as a director of a company or if a person acts as a nominee director and has no financial interest in the company, she or he may request that the company indemnify him or her from any liabilities that might result from acting as a director (see **Explanation – Liability of Directors and Officers** (page 9) for a discussion of when a director or officer of a company may be held personally liable).

It is also quite common for a nominee director to request that the principals of the company or the parent company (if the company is a subsidiary) be a party to the agreement and jointly and severally agree to indemnify the director. The example shown opposite is a simple *Indemnity Agreement* between the company and a new director.

Preparation

Note: The instructions for the preparation and processing of the Agreement are set out on this page. Only the text of the Agreement is continued on the next three pages.

- ① Insert the date on which the *Indemnity Agreement* is to be effective.
- ② Insert the mailing and delivery address of the company's business.
- ③ Insert the full legal name and address of the new director.
- ④ Change to the appropriate office (e.g. president, secretary). If the director will not act as an officer, delete any reference to his or her office (on this and the following pages)

Processing

Once the document has been prepared, checked and approved by the supervising solicitor, make three copies: retain one copy for your file and forward two copies to the client for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

INDEMNITY AGREEMENT

THIS INDEMNITY AGREEMENT dated effective the *{date}*^①

BETWEEN:

{NAME OF COMPANY},

a company incorporated under the laws of British Columbia
and having its head office at *{Address}* ^②

(the “Company”)

AND:

{NAME OF DIRECTOR}^③,

{Address of Director}^③

(the “Director”)

WHEREAS:

- A. The Company has requested the Director act as a director and officer^④ of the Company; and
- B. The Director has agreed to act as a director and officer^④ of the Company upon the condition that the Company execute this Indemnity Agreement.

NOW THEREFORE in consideration of the premises and mutual covenants herein contained, the parties agree as follows:

1. **Indemnity**

- (a) The Company hereby indemnifies and saves harmless the Director against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director of the Company if:
 - (i) the Director acted honestly and in good faith with a view to the best interests of the Company; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that the Director’s conduct was lawful;

save and except in respect of an action brought against the Director by or on behalf of the Company.

- (b) The determination of any action or proceeding by judgment, order, settlement, conviction or otherwise shall not, in and of itself, create a presumption that the Director did not act honestly and in good faith with a view to the best interests of the Company or that the Director did not exercise the care, diligence and skill of a reasonably prudent person or, with respect to any criminal or administrative action or proceeding, that the Director did not have reasonable grounds to believe that the Director’s conduct was lawful.

Continued...

Indemnity Agreement**Page 2**

- (c) This indemnity shall have effect notwithstanding any remuneration that the Director may have received or may receive as a director or officer^④ of the Company.
- (d) This indemnity shall survive the resignation, removal or other termination of the Director's appointment as a director or officer^④ and shall continue to apply if the Director is subsequently elected or appointed to a different position, whether in substitution or in addition to any other positions held by the Director.
- (e) This indemnity does not bind the Director to act as a director or officer^④ of the Company, and the Director may resign, at the Director's sole discretion, at any time.
- (f) The Director may rely upon the accuracy of any statement of fact made or represented by a representative of the Company to be correct or upon statements in a written report of the auditor or accountant of the Company and shall not, subject to the provisions of the *Business Corporations Act*, be responsible or held liable for any loss or damage resulting from the paying of any dividends or otherwise acting in good faith upon any such statement.

2. Covenants and Agreements

- (a) The Company will report promptly and regularly to the Director any material change in the financial condition, business or property of the Company and any event or circumstance known to it that may result, directly or indirectly, in any liability being imposed upon the Director.
- (b) The Company agrees that, at the request of the Director, it will purchase and maintain insurance for the benefit of the Director against any liability incurred by him as a director or officer^④ of the Company.

3. General

- (a) Each of the parties shall execute all further documents and do all further things that are necessary to carry out the terms and intent of this Agreement.
- (b) This Agreement constitutes the entire agreement between the parties in respect of the matters referred to herein and there are no representations, warranties, covenants or agreements, expressed or implied, collateral hereto other than as expressly set forth or referred to herein.
- (c) No alteration, amendment, modification or interpretation of this Agreement or any provision of this Agreement shall be valid and binding upon the parties unless such alteration, amendment, modification or interpretation is in written form executed by both of the parties hereto.
- (d) If any portion of this Agreement shall be invalid or unenforceable to any extent, the remainder of this Agreement shall not be effected thereby and shall be valid and enforceable to the fullest extent permitted by law.

Continued...

Indemnity Agreement

Page 3

- (e) A notice, demand or request to be given to a party under this Agreement shall be in writing and may be delivered to that party personally, by fax or by first class pre-paid mail addressed to the address of that party set forth on page 1, or to any other address or addresses of which that party has given notice to the other parties. A notice delivered personally is deemed to have been given and received at the time of delivery. A notice sent by fax is deemed to have been given and received on the next business day where the recipient is located following the day of transmission. A notice addressed and mailed in accordance with this subsection is deemed to have been given and received on the expiration of four business days after it is posted, unless there is a labour dispute that might affect the delivery of the notice, in which case the notice must be delivered personally or by fax.
- (f) This Agreement shall be governed by and construed in accordance with the laws of the Province of British Columbia and the parties hereto submit to the jurisdiction of the Courts of the Province of British Columbia.
- (g) This Agreement shall enure to the benefit of and be binding upon the parties and their respective heirs, executors, administrators, legal representatives, successors and assigns.
- (h) Time is of the essence of this Agreement.

IN WITNESS WHEREOF the parties have executed this Agreement on the date first written above.

{NAME OF COMPANY}

Per: _____
Authorized signatory

SIGNED in the presence of:)
)
 _____)
 Name)
 _____)
 Address)
 _____)
 _____)
 _____)
 Occupation)

{NAME OF DIRECTOR}

TRANSMITTAL LETTER **(Forwarding Documents for Signature)**

General Notes

When all documents have been prepared, checked and approved by the supervising solicitor, arrangements should be made to have them signed by the relevant parties. Unless the company consists of only one or two individuals who will be signing the documents in the lawyer's office, the documents are usually forwarded to the company to be signed and returned.

Preparation

- ① Omit if there is no change in the officers.
- ② Omit if **no** new directors are appointed or you have already received the *Consents to Act*.
- ③ Omit if no directors or officers are resigning or if you have already received the *Resignations*.
- ④ Omit if a Directors Resolution is not enclosed.

Omit if a Shareholders Resolution is not enclosed.
- ⑥ Omit if it is not your firm policy to forward the *Director Change* to the client for signature.
- ⑦ Omit if it is not your firm policy to enclose an account with the documents.

Add any other documents that are being forwarded to the company for signature.

Processing

Make sufficient copies of:

- the letter and enclosures to have one set for the file; and
- the statement of account for your file and the accounting department.

Ensure that all enclosures are attached to the letter.

Diarize the file for two to three weeks and follow-up by letter, email or telephone if you have not received the signed documents back from the client.

When the executed documents have been returned – see **Procedure/Checklist** Steps 11 through 17.

File No _____

{date}

{name and address of client}

Dear _____:

Re: *{Name of the Company}* (the “Company”) – Change of Directors

Further to your instructions with respect to the change of the Company’s Directors ① and Officers, we have prepared and enclose for signature and return to our office the following documents:

1. ②Consent(s) to Act as Director(s);
2. ③Resignation(s) of Director(s) and Officer(s);
3. ④Directors Resolutions authorizing the change of Directors and Officers;
4. ⑤Shareholders Resolutions authorizing the change of directors; and
5. ⑥ Director Change (Form 10).

We thank you for your instructions and ⑦ also enclose our statement of account for services rendered and anticipated disbursements.

If you have any questions regarding the enclosed, please do not hesitate to contact the writer.

Yours truly,

{NAME OF LAW FIRM}

DIRECTOR CHANGE (Form 10)

General Notes

Section 127(1) requires that:

“A company must, within 15 days after a change in its directors or in the prescribed address of any of its directors, complete and file with the registrar a notice of change of directors in the prescribed form.”

Once all **Resignations**, **Consents** and **Resolutions** have been signed, a **Director Change** must be e-filed with the Registrar updating the Corporate Registries’ database. This form is **not** necessary if a director ceases to be a director and is re-elected or re-appointed on the same day as in the case of annual general meetings (see the **Annual Maintenance** chapter).

After the **Director Change** is filed, the Registrar will forward to the company a certified copy of the **Notice of Articles**, as altered, to reflect the change, or if the company does not have a **Notice of Articles**, confirmation of the change.

This form should be used to correct the name of a director, whether it is for a legal name change, the correction of the spelling of a name or the inclusion or deletion of a middle name or initial. Corrections to the spelling of the name of a director, or additions or deletions from the name as entered in a previous filing, are considered by B.C. Registry Services to be a legal change of name and that is what should be selected when filing the Form 10.

There is no fee for filing a Form 10 to change the name or address of a director.

Preparation

The instructions printed in the form are complete, however the additional explanations set out below are included for those items that may be confusing.

Item C	Insert the date of change. If both the resignation and the appointment happened on the same day, one form may be used. If the resignations happened on one day, and the appointment on another, separate forms must be used, one for each date of change.
Item F	Insert the full names of all the directors after the change as well as their prescribed addresses (see Explanation – Prescribed Address – page 4)

Processing

Once the document has been prepared, checked and approved by the supervising solicitor, make two copies: retain one copy for your file and forward one copy to the client for signature – see **Transmittal Letter (Forwarding Documents for Signature)** (page 38).

Note: Before filing the Notice with the Registrar, ensure that the appropriate Consents and Resolutions have been signed and placed in the **Records Book**.



BC Registry
Services

DIRECTOR CHANGE

FORM 10

BC Company

DIRECTOR CHANGE

Business Corporations Act, section 127

Telephone: 1 877 526-1526
www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Courier Address: 200 – 940 Blanshard Street
Victoria BC V8W 3E6

DO NOT MAIL THIS FORM to BC Registry Services unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires the electronic version of this form to be filed on the Internet at www.corporateonline.gov.bc.ca.

Filing Fee for paper filing: \$20.00

If you are instructed by registry staff to mail this form to the Corporate Registry, submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

Freedom of Information and Protection of Privacy Act (FOIPPA):
Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3

A INCORPORATION NUMBER OF COMPANY

B NAME OF COMPANY

C DATE OF CHANGE DIRECTORS

YYYY/MM/DD

D FULL NAMES OF NEW DIRECTORS

FIRST NAME	MIDDLE NAME	LAST NAME
_____	_____	_____

E FULL NAMES OF PERSONS WHO HAVE CEASED TO BE DIRECTORS

FIRST NAME	MIDDLE NAME	LAST NAME
_____	_____	_____

F DIRECTOR NAME(S) AND ADDRESS(ES) – Enter the full name, delivery address and mailing address (if different) of ALL of the company's directors as at the date of change noted in Box C. The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required. A Community Contribution Company must have at least three directors.

FIRST NAME	MIDDLE NAME	LAST NAME		
_____	_____	_____		
DELIVERY ADDRESS	CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE
MAILING ADDRESS	CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE

G CERTIFICATION - I certify that I have relevant knowledge of the company, and that I am authorized to make this filing.

NAME	SIGNATURE	DATE SIGNED (YYYY MM DD)
_____	X	_____

DISCLOSURE STATEMENT

General Notes

Directors and senior officers of the company must disclose their interest in any contract or transaction with the company that is material to the company (see **Explanation – Disclosable Interests** (page 11) for a description of the exceptions to the disclosure rules). The directors or senior officers may disclose their interest at a meeting of the directors or by advising the company in writing. The example opposite is a form of *Disclosure* that should be prepared if you are aware of a conflict of interest between a director or a senior officer and the company. Check with the supervising solicitor as to whether a form of disclosure is required.

Preparation

- ① Check the *Register of Directors* and *Central Securities Register* and:
 - if the director is not an officer, delete “officer”;
 - if the director is not a shareholder, delete “and shareholder”;
 - if the disclosure is made by an officer or shareholder who is not a director, delete “director”.
- ② Insert description of transaction.
- ③ Insert the effective date of the transaction or leave blank if you do not know the date.
- ④ Insert the name of the director or senior officer who is disclosing his or her interest.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is sent for signature to the director or senior officer, as applicable – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

DISCLOSURE

TO: The Directors of *{NAME OF COMPANY}*
 (the "Company")

AND TO: The Shareholders thereof.

The undersigned discloses that he/she is interested in the proposed agreement between himself/herself and the Company by virtue of being a director, officer and shareholder^① of the Company and the ^②*{owner of the property that will be transferred to the Company under the terms of the agreement}*, after approval by the directors and shareholders of the Company.

Dated: *{date}* ^③

^④*{NAME OF DIRECTOR OR OFFICER}*

DIRECTORS RESOLUTION **(Approving a Disclosable Interest)**

General Notes

Section 148(3) of the Act allows the directors or the shareholders (by special resolution) to approve a contract or transaction in which a director or senior officer holds a disclosable interest.

A *Directors Resolution (Approving a Disclosable Interest)* should be prepared if the directors will unanimously agree to approve the contract or transaction and a meeting will not be held. The form opposite is an example of the wording of such a resolution. The same wording may be used for a special resolution with the appropriate changes to the header and the signature blocks.

Preparation

- ① This resolution may also be prepared as a special resolution and the word “Directors” should be changed to “Shareholders” in the heading. If the resolution is to be a shareholders’ resolution, delete “The directors of the Company have determined that it is in the best interests of the Company and reasonable and fair to the Company, to” and add as paragraph C to the preamble:

“C. The undersigned are of the opinion that the transaction is reasonable and fair to the Company.”

- ② Insert a brief description of the transaction between the director or officer and the company.
- ③ Insert the name of the director or officer who has disclosed his/her interest.
- ④ Insert the effective date of the Agreement or if the Agreement has not yet been signed you may substitute:

“...a form of Agreement presented to the Directors of the Company (the “Agreement”)”

Insert the effective date of the resolution or if you have not received instructions, leave the day blank.

- ⑥ If you have prepared this Resolution as a **Directors Resolution**, check the *Register of Directors* of the company and insert the names of all directors but omit the signature of the director holding the disclosable interest from the signature blocks at the bottom of the resolution (ss. 140(3)(a)(i) and 149(2)) unless **all** the directors have a disclosable interest (s. 149(3)).

If you have prepared this Resolution as a **Special Resolution**, check the *Central Securities Register* of the company and insert the names of all of the **voting** shareholders.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 38).

① DIRECTORS RESOLUTION**OF*****{NAME OF COMPANY}*****(the “Company”)****WHEREAS:**

- A. The ① directors of the Company have determined that it is in the best interests of the Company and reasonable and fair to the Company, to ② *{purchase certain property from {NAME OF DIRECTOR} ③ at the price and in accordance with the terms of an agreement dated ④* (the “Agreement”);
- B. *{NAME OF DIRECTOR} ③* has disclosed to the Company the nature and extent of his/her interest in the Agreement.

RESOLVED THAT:

1. The transaction between the Company and *{NAME OF DIRECTOR} ③* as described above be approved.

Dated effective: *{Date}*

⑥ *{NAME OF DIRECTOR}*

⑥ *{NAME OF DIRECTOR}*

SHAREHOLDERS RESOLUTIONS (When the Sole Shareholder and Director Dies)

General Notes

A fairly common, but difficult situation arises when the sole shareholder, who is also the sole director, dies. When this happens, a new director should be appointed as soon as possible but, as there is no live shareholder to appoint a new director, the deceased's personal representative (either the executor of the will, if there is one, or the administrator of the estate, if there is no will and the deceased died intestate) will have to sign the resolution or minutes of a meeting to replace the deceased director on behalf of the deceased.

In due course, before, after or without obtaining an estate grant, the new director(s) will authorize the transmission of the deceased's shares to the personal representative. For the explanation of transmissions in general and the procedure to transmit the shares from the deceased to the personal representative, see the **Transfer and Transmission** chapter.

For a general discussion on the preparation of a resolution electing and appointing directors and/or confirming their removal see the *Shareholders Resolution* on page 22

Preparation

- ① If the Deceased's name differs from the name on the Share Certificate, insert the legal name and "also known as" showing the name on the certificate.
- ② Describe the situation: there may be several executors named in the Will, but only one will be the personal representative (the others may have died or renounced executorship) or the personal representative may be an alternate executor named in the Will.
- ③ It is necessary to determine who the personal representative will be in case of an intestacy or when there is a will, if the executor(s) named the will cannot act as personal representative. Refer to sections 131 and 130 of the *Wills, Estates and Succession Act*⁽¹⁾. In any event, check with the supervising solicitor.
- ④ Insert only if the number of directors is being increased or decreased.
Check with the supervising lawyer as to the effective date – usually it is a date on or close to the date of death.
- ⑥ Insert the name of the personal representative(s) and the name of the Deceased.

Processing

It may be appropriate to prepare the transmission documents concurrently with this resolution (see the Transfers and Transmission chapter). Accordingly, check with the supervising lawyer as to the manner in which these documents are to be dealt with.

⁽¹⁾ For a more detailed explanation, see **Guide to Wills and Estates** published by Evin Ross Publications Ltd. – **Pre-Application Procedure – Determine Applicant/Personal Representative and Forms** – explanations in Forms P3 and P5 for the list of persons to whom the court may grant administration of the Deceased's estate.

SHAREHOLDERS RESOLUTIONS
OF
{NAME OF COMPANY}
 (the “Company”)

WHEREAS:

- A. **{NAME OF DECEASED}**① (the “Deceased”) died on **{Date of death}**.
- B. The Deceased left a Will dated **{date of Will}** in which s/he appointed **{NAME OF PERSONAL REPRESENTATIVE}**② as Executor of her Will.

or:

- B. ③The Deceased died intestate and **{NAME OF PERSONAL REPRESENTATIVE}**③ is the only intestate heir of the Deceased.

- C. The following person(s) has/have consented in writing to act (a) director(s) of the Company:

③**{NAME OF PERSONAL REPRESENTATIVE}**
 ③**{NAME OF PERSONAL REPRESENTATIVE}**

RESOLVED THAT:

1. ③**{NAME OF PERSONAL REPRESENTATIVE}**, be appointed as a director of the Company to hold office until the next annual reference date of the Company or until such person ceases to hold office if sooner.

or:

1. ④The following persons be appointed as directors of the Company to hold office until the next annual reference date of the Company, or until such persons cease to hold office if sooner:

{NAME OF PERSONAL REPRESENTATIVE}
{NAME OF PERSONAL REPRESENTATIVE}

2. ④The number of directors of the Company be increased/decreased from **{number}** to **{number}**.

Dated effective: **{Date}**⑤

{NAME OF PERSONAL REPRESENTATIVE}
 Personal Representative of **{NAME OF DECEASED}**

{NAME OF PERSONAL REPRESENTATIVE}
 Personal Representative of **{NAME OF DECEASED}**

PROCEDURE/CHECKLIST
APPLICATION TO REMOVE ONESELF AS A DIRECTOR (S. 127.1)

This application is to be used for an individuals who are listed as directors on the *Notice of Articles* of a company but they did not consent to their appointment or they have resigned as a director and the company has failed to file the *Notice of Change of Directors* with the Registrar within the time allowed by the Act.

1. Receive instructions from the client to assist in filing an application to the Registrar to have the client's name and address removed from the *Notice of Articles* as a director of the company for which you are not acting as registered office and do not have a password.

Note: if you act for the company, use the procedure on page 14 of this chapter.

2. Make sure that all the requirements for the person resigning as a director are complied with s. 128 of the Act.
3. Prepare a *Resignation of Director* (page 20) or provide Notice to the company that the director has not consented to act and should not be listed as a director of the company
4. Attend to signature of the *Resignation of Director* by the client
5. Deliver the resignation to the registered office of the company
6. Diarize 15 days for the company to file a *Notice of Change of Directors* with the Registrar

If the company fails to file the change of directors within the required 15 days, then prepare:

- (a) *Notice of Application for Removal of Oneself as a Director* (page 51)
 - (b) *Application to Remove Oneself as Director* (Form 54) (page 50)
 - (c) *Statutory Declaration* (page 54)
7. Attend to execution with the client

Upon receipt of the signed documents:

8. Deliver the *Notice of Application for Removal of Oneself as a Director* (page 51) to the Registered office
9. Diarize 60 days for the company to respond/file a *Change of Directors* with the Registry
10. Submit the *Application to Remove Oneself as Director* (Form 54) and *Statutory Declaration* (page 54) to the registry via email or mail
11. On receipt of confirmation of the filing with the Registrar, report changes to the client

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**APPLICATION TO REMOVE ONESELF AS DIRECTOR
(Form 54)**

General Notes

Section 127(1) requires that:

*“A company must, within 15 days after a **change in its directors** or in **the prescribed address of any of its directors**, complete and file with the registrar a notice of change of directors in the prescribed form.”*

Section 127.1(2) requires that:

“On an application under subsection (1), subject to subsection (3), the registrar must alter the company’s notice of articles to reflect the change...”

This form should be used to remove the name of a director from the *Notice of Articles* where the Registrar is satisfied that the person is not a director of the company.

Preparation

The instructions printed in the form are complete, however the additional explanations set out below are included for those items that may be confusing.

Item D	This should not be the date of resignation of the director but the date that the director advised the company they should not be listed and the company has failed to file a change of directors
Item E	Review the <i>Statutory Declaration</i> and ensure that all the required items listed in Item E are included
Item H	Complete the delivery method on the second page of the form (not shown)

Processing

Once the document has been prepared, checked and approved by the supervising solicitor, make two copies: retain one copy for your file and arrange to have the form and the statutory declaration sworn before a notary or lawyer.



BC Company
**APPLICATION TO REMOVE
 ONESELF AS DIRECTOR**

BUSINESS CORPORATIONS ACT, section 127.1

Telephone: 1 877 526-1526
 www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt
 Victoria BC V8W 9V3

Courier Address: 200 – 940 Blanshard Street
 Victoria BC V8W 3E6

INSTRUCTIONS

- Provide notice to the company at their registered office address that you are incorrectly listed as a director.
- Wait 60 days for company to respond/file a change of directors.
- Complete a statutory declaration signed by a commissioner of oaths detailing the steps you have taken to have the company remove you, the day and method you notified the company that you are incorrectly listed as a director, and why you are not considered a director under the *Business Corporations Act*.
- Mail this form, statutory declaration, and fee to our office.
- This application can only be used to remove the name of a director from the company's notice of articles and does not alter the registered office address of the company.

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W9V3

Filing Fee: \$20.00

If you are instructed by registry staff to mail this form, please include a cheque/ money order (payable to the Minister of Finance) or provide a BC OnLine account number.

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

A APPLICANT EMAIL ADDRESS

B INCORPORATION NUMBER OR BUSINESS NUMBER OF COMPANY

C NAME OF COMPANY

D DATE APPLICANT NOTIFIED THE COMPANY THAT THEY SHOULD NOT BE LISTED AS A DIRECTOR AND SHOULD BE REMOVED.

YYYY/MMM/DD

E NAME OF INDIVIDUAL INCORRECTLY LISTED AS DIRECTOR

FIRST NAME	MIDDLE NAME	LAST NAME

Have you submitted written notice to the company at least 60 days prior to this application identifying you are listed in error and asking them to remove you?

YES NO

Does your statutory declaration signed by a commissioner of oaths include the following details:

The steps you have taken to have the Company remove you from the company's notice of articles. YES NO

The day and delivery method used to notify the Company that you are incorrectly listed as a director. YES NO

Why you are not considered a director under the *Business Corporations Act*. YES NO

F CERTIFICATION - I certify that I am authorized to make this filing.

APPLICANT NAME	APPLICANT SIGNATURE	DATE SIGNED (YYYY/MMM/DD)
	X	

NOTICE OF APPLICATION TO REMOVE ONESELF AS DIRECTOR

General Notes

Section 127.1(2) of the Act requires that an individual applying to the Registrar to be removed as a director may only apply after he or she provides to the company notice of his or her intention.

Preparation

- ① Insert the name of the company.
- ② Insert the company's recognition number.
- ③ Insert the name of the person applying for removal as a director.
- ④ Insert the name of your city or municipality and the current date.

Processing

Make sufficient copies so that you have:

- one copy for the file
- one copy to be mailed to the company
- one copy to be attached to the *Statutory Declaration* (page 54).

NOTICE OF APPLICATION TO REMOVE ONESELF AS DIRECTOR

To:

①{*NAME OF COMPANY*} (the “Company”

②Incorporation No.

TAKE NOTICE that an application will be made to the Registrar of Companies to remove
③ as a director of the Company from the Company’s Notice of Articles

Dated at ④{*City*}, British Columbia, this ④{*Day*} of {*Month*}, {*Year*}.

③
**{*NAME OF DIRECTOR BEING
REMOVED*}**

STATUTORY DECLARATION
In Support of an Application to Remove Oneself as Director

For an explanation of the documents required to remove oneself by an individual as a director, see page 48.

Preparation

- ① Insert the full name, occupation and address of the declarant (that is the person making the Declaration).
- ② Remove if the declarant never consented to act as a director OR insert date resignation was delivered to the company.
- ③ Insert the steps the declarant has taken to have the company remove him or her from the company's *Notice of Articles*
- ④ Insert the day and delivery method used to notify the company that the declarant is incorrectly listed as a director of the company.
- ⑤ Insert the reason why the declarant is not considered a director under the Act.

Processing

Attach exhibits as required.

Arrange to have the *Statutory Declaration* sworn before a lawyer or notary.

CANADA) IN THE MATTER OF *{NAME OF COMPANY}*
) (the “Company”) AND IN THE MATTER OF
 PROVINCE OF BRITISH) REMOVING *{NAME OF DECLARANT}* AS A
 COLUMBIA) DIRECTOR OF THE COMPANY FROM THE
 TO WIT) COMPANY’S NOTICE OF ARTICLES

I, *{Name of declarant}*①, *{Occupation}*①, of *{address}*①, DO SOLEMNLY
 DECLARE THAT:

1. I am incorrectly listed as a director of the Company.
2. ② On ③*{insert date}*, I resigned as a director of the Company by delivering my resignation to the Company, a copy of which is attached as Exhibit “A” to this declaration.
3. ③I have contacted the registered office of the Company to request the filing of a change of directors or
 On *{insert date}*, I further requested my removal as a director of the Company by email / mail to *{insert name and position of person in the company}*.
3. ④On *{insert date and deliver method}*, I provided notice to the Company of my intent to file an application with the Registrar of Companies to remove me as a director on the Notice of Articles of the Company, and a copy of the Notice is attached hereto as Exhibit “B”.
4. ⑤I am not a director of the Company because I have resigned or
 I never consented to act as a director of the Company
 and I wish to be removed from the Notice of Articles of the Company.
5. I make this Declaration in support of an application to have myself removed as a director of the Company from its Notice of Articles.

I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath.

DECLARED before me at *{City}*,)
 Province of British Columbia, this ____)
 day of _____, 20____)
)
 _____)
 A Commissioner for taking Affidavits)
 in British Columbia)

{NAME DECLARANT}

