



# Whiteboard Law

## TRANSPARENCY REGISTER CHECKLIST

All B.C. private companies are now required to create and maintain a Transparency Register listing their “**Significant Individuals**”, as part of the provincial government’s attempt to increase the transparency of corporate ownership and crack down on money laundering. You are required to complete this checklist/questionnaire because the company has a reason to believe that you may be a significant individual of that company, and as a result may need to be recorded on the Transparency Register. Please note that the Transparency Register is **not** publically searchable, and is available only for review by directors and certain specified public authorities.

The *Business Corporations Act* (British Columbia) provides that shareholders **must** fill out all of the required information below and submit the completed questionnaire to the company’s records office **as soon as possible**, via email to [corp@whiteboardlaw.com](mailto:corp@whiteboardlaw.com).

### 1. Company Information:

Name of Company<sup>1</sup> \_\_\_\_\_

### 2. Significant Individual Information:

First and Middle Names \_\_\_\_\_

Last Name \_\_\_\_\_

Date of Birth \_\_\_\_\_

Street Address<sup>2</sup> \_\_\_\_\_

City/Province \_\_\_\_\_

Postal Code \_\_\_\_\_ Country \_\_\_\_\_

Telephone Number \_\_\_\_\_ Email \_\_\_\_\_

Country of Citizenship/  
Permanent Residency (list all) \_\_\_\_\_

Resident of Canada for  
*Income Tax Act* Purposes?  Yes  No

Date you became a  
significant individual<sup>3</sup> \_\_\_\_\_ Date you ceased to be a  
significant individual (if applicable) \_\_\_\_\_

<sup>1</sup> **Note:** If you may be a significant individual of multiple companies for which Whiteboard Law acts as the records office, you will need to submit a separate version of this checklist for each company.

<sup>2</sup> **Note:** This can be your office address as long as it is one where you can be reached during normal business hours, but it cannot be a P.O. Box.

<sup>3</sup> **Note:** In most cases, this will be the date you first became a shareholder of the company, unless you have acquired more shares or other interests over time, in which case this may be a later date. Please contact the company if unsure of such dates.

3. I am a Significant Individual of the Company because: [please select only one reason – once you have selected one of the options below SKIP TO SECTION 5, or SKIP TO SECTION 4 if none of below apply]

- I am the registered owner of shares that carry 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting and non-voting) of the Company
- I am the beneficial owner<sup>4</sup> of shares that carry 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting and non-voting) of this company
- I have the right to elect, appoint, or remove the majority of the directors of this company
- I have indirect control of this company because I control an intermediary<sup>5</sup> which is the registered owner of shares that carry 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting and non-voting) of this company **OR** which has the right to elect, appoint, or remove the majority of the directors of this company
- I have a combination of interests, rights, or abilities that when combined:
  - Amount to 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting and non-voting) of this company<sup>6</sup>
  - Entitle me to elect, appoint, or remove the majority of the directors of this company
- I have direct and significant influence<sup>7</sup> over an individual who has the right to elect, appoint, or remove the majority of the directors of this company

Please specify how and over whom you have direct and significant influence:

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- I have interests, rights, or abilities that, when combined with those of my spouse, parents, children, relatives who share the same home, or one or more other persons with whom I am acting in concert<sup>8</sup>:
  - Amount of 25% or more of the voting rights **OR** 25% or more of the total issued shares (voting plus non-voting) of this company
  - Entitle me to elect, appoint, or remove the majority of the directors of this company

Please specify how and with whom you are acting in concert:

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<sup>4</sup> **Note:** You are a beneficial owner if a registered owner of the shares holds them in trust for your benefit. Please note that if your interest is conditional on the death of another individual, you are not considered a beneficial owner of the shares for purposes of the Transparency Register.

<sup>5</sup> **Note:** An intermediary is a corporation, partnership, agent, trustee, or personal or other legal representative. Depending on how complex the company's ownership structure is, there may be a chain of intermediaries between the company and the individuals who ultimately control the intermediary that holds the shares. For example, if you are the sole trustee of a trust that holds 100% of the shares of the company, you have indirect control.

<sup>6</sup> **For example:** if you are the registered owner of 5% of the shares and indirectly control another 25% of the shares through a holding company you control.

<sup>7</sup> **Note:** This influence must come from a legally binding agreement, not just influence due to family relationship, economic dependence or other position of influence/authority. For example, a Shareholders Agreement may give you the right to control certain major decisions of the Company, including director appointment.

<sup>8</sup> **Note:** Groups of individuals who act jointly / in concert (for example, shareholders who have agreed to vote together as a "block" on shareholder resolutions) must add their interests together, and every member of the group must be listed on the transparency register. Spouses, parents and children, and other relatives who share the same home address are deemed to act in concert. Otherwise, a legally binding or enforceable agreement or arrangement is required.

I am a significant individual for other reasons, as follows: *[please set out specific reasons below]*

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**4. I believe that I am NOT a Significant Individual of the Company because:**

None of the options set out in section 3 above apply to me

Other:

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**5. Please confirm whether the following statements are true or false by checking the applicable box:**

I do **not** hold shares in trust, as agent, or as personal or other legal representative, for another person:

True     False

No other person can direct my decision making or influence my decision making:

True     False

If you have selected "**false**" for either of the above statements, please provide an explanation as to why below:

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I HEREBY CONFIRM THAT THE ABOVE INFORMATION IS TRUE TO THE BEST OF MY KNOWLEDGE.

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**Name** *[Print]*

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**Signature**

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**Date**