

# Significant Individual Information Sheet

B.C. private companies are now required to create and maintain a transparency register listing the significant individuals of the company.

You are receiving this questionnaire as \_\_\_\_\_ has reason to believe that you are a significant individual of the company or needs further information in order to decide.

Shareholders **MUST** complete the required information below and provide it to the company promptly. Please see the B.C. *Business Corporations Act* (the “Act”) for details.

If you disagree and do not believe you are a significant individual, provide an explanation in the text box at the bottom of this questionnaire.

## I. Shareholder Information

First/Middle Names \_\_\_\_\_

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

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

Address \_\_\_\_\_

City/Prov \_\_\_\_\_

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

Country of  
Citizenship/Permanent  
Residency (List all)<sup>1</sup>  
\_\_\_\_\_

Resident of Canada for  
*Income Tax Act*  
Purposes?

Yes

No

<sup>1</sup> Instructions for this question – if you are unsure, check the Canadian Income Tax Return you last filed. If it states “Income Tax and Benefit Return”, then you are a resident of Canada. If it says, “Income Tax and Benefit Return for Non-residents and Deemed Residents of Canada”, then check which box 177 is checked. If that doesn’t answer your question, then consult the CRA’s 5013-G guide, “Income Tax and Benefit Guide for Non-Residents and Deemed Residents of Canada – 2018”

## II. Basis for Being a Significant Individual

I am a significant individual because:

#	Check Box	Reason	Commentary/Explanations
<b>Direct registered or beneficial ownership of 25% of shares or 25% of voting shares</b>			
(i)	<input type="checkbox"/>	I am the registered owner, either individually or jointly, of 25% or more of (a) the shares of the company, or (b) the shares entitled to vote at general meetings.  (_____% and check either (a) <input type="checkbox"/> shares; or (b) <input type="checkbox"/> votes)	If you own, either individually or jointly, 25% of the shares in the company or 25% of the voting shares in the company, you are a significant individual.  For instance, if a husband and wife jointly own 25% of the shares entitled to vote at a general meeting of the company, both the husband and wife are significant individuals.
(ii)	<input type="checkbox"/>	I am the beneficial owner of 25% or more of (a) the shares of the company, or (b) the shares entitled to vote at general meetings.  (_____% and check either (a) <input type="checkbox"/> shares; or (b) <input type="checkbox"/> votes)	If you are the beneficial owner, either individually or jointly, of 25% of the shares in the company or 25% of the voting shares in the company, you are a significant individual.  For instance, if you are one of several beneficiaries under a trust which holds 25% of the shares in the company, you are a significant individual.
<b>Indirect ownership or beneficial ownership of 25% of shares or 25% of voting shares</b>			
(iii)	<input type="checkbox"/>	I indirectly own or control, individually or jointly, 25% or more shares of a company of (a) the shares of the company, or (b) the shares entitled to vote at general meetings.  (_____% and check either (a) <input type="checkbox"/> shares; or (b) <input type="checkbox"/> votes)	If you control <sup>2</sup> an entity that owns 25% or more shares or voting shares of the company then you are a significant individual.  For instance, if you control a holding company that owns 25% or more of the shares in a private company, you are a significant individual of that private company.
(iv)	<input type="checkbox"/>	I indirectly own or control, individually or jointly, a beneficial interest in 25% or more shares of a company of (a) the shares of the company, or (b) the shares entitled to vote at general meetings.  (_____% and check either (a) <input type="checkbox"/> shares; or (b) <input type="checkbox"/> votes)	If you have a beneficial interest that indirectly gives you ownership or control over 25% or more shares or voting shares of a company then you are a significant individual.  For instance, if you control a holding company that is a beneficiary under a trust, and the trust holds 25% of the voting shares of the company, then you have an indirect beneficial interest in 25% of the voting shares of the company.

<sup>2</sup> Control of a corporation means the right to elect or appoint a majority of the directors. All partners in a partnership are deemed to control the partnership. A principal has control of an agent. A trustee controls a trust in addition to any person who has power to direct how the trustee is to exercise their rights associated with shares or rights held in trust.

<b>Ability to elect, appoint, or remove majority of directors</b>			
(v)	<input type="checkbox"/>	I have the right to elect, appoint or remove the majority of the directors of this company	This ability typically only applies to those who would already qualify as a significant individual through ownership of voting shares. However, in some cases the company's articles (or certain other documents/agreements) may give the right to elect, appoint, or remove the majority of directors to an individual who does not own the majority of voting shares. This individual will be considered a significant individual.
<b>Combination of own interests</b>			
(vi)	<input type="checkbox"/>	I have a combination of interests listed in (i) – (v) because:	
		<input type="checkbox"/> I have a combined interest in the votes at general meetings or shares greater than 25% (____% and check either <input type="checkbox"/> votes or <input type="checkbox"/> shares)	For instance, if you own 10% of the shares in the company and control a holding company that owns 15% of the shares in the company, then you are a significant individual as your combined direct and indirect interests amount to 25% of the shares in the company.
		<input type="checkbox"/> I have combined interest entitling me to elect, appoint or remove the majority of directors	For instance, a shareholders' agreement may provide that individual A is entitled to appoint 1/3 of the directors and individual B, who holds her shares in trust for individual A, is entitled to appoint 1/3 of the directors. Individual A has a combined interest entitling him to elect, appoint or remove the majority of directors, and is therefore a significant individual.
<b>Influence over individual with right to appoint/remove majority of directors</b>			
(vii)	<input type="checkbox"/>	I have direct and significant influence over an individual that has the rights to elect, appoint or remove the majority of the directors of this company	<p>The phrase "direct and significant influence over an individual" is not defined or explained in the legislation or regulations nor is it a phrase that is used with any frequency in legislation in Canada.</p> <p>In fact, it does not appear that such a phrase has been interpreted by the courts in Canada in the context of corporate control at all.</p> <p>However, the Ministry of Finance has indicated that an individual will not be captured by this section unless the significant influence comes from a legally enforceable right (such as an agreement or contract).</p> <p>For instance, a mother has shares giving her the right to elect a majority of directors. She then sells those shares to her son pursuant to an agreement whereby she still gets to decide how her son will vote the shares with respect to certain corporate decisions such as the</p>

			election of directors. The mother will continue to be a significant individual despite not holding any shares.
<b>Acting in Concert / Family Members</b>			
(viii)	<input type="checkbox"/>	I have interests that, when combined with a person with whom I am acting in concert:	<p>Groups of individuals who are acting in concert (by way of a legally enforceable agreement or contract) must add their interests together. If the group meets either the 25% threshold or has the direct or indirect right to elect, appoint or remove a majority of the directors of a private company, the company must list every member of the group in its transparency register. This may arise, for instance, from the terms of a shareholders' agreement calling for certain individuals to vote in a unified manner.</p> <p>Companies must also include in their transparency registers persons who have the following relationships with each other if their combined interests meet the requirements to be a significant individual:</p> <ul style="list-style-type: none"> <li>• spouses;</li> <li>• parents and children; and</li> <li>• relatives who have the same home.</li> </ul>
		<input type="checkbox"/> have the votes at general meetings or shares greater than 25% (_____% and check either <input type="checkbox"/> votes or <input type="checkbox"/> shares)	
		<b>-or-</b>	
		<input type="checkbox"/> interest entitling me to elect, appoint or remove the majority of directors	
<b>Other</b>			
(ix)	<input type="checkbox"/>	Other be as specific as possible:	

### III. Date of Becoming or Ceasing to Become a Significant Individual

Date became a significant individual (must be backdated):

\_\_\_\_\_

Date ceased to be significant individual:

\_\_\_\_\_

### IV. Further Confirmations

Please confirm the following:

- I confirm that I do not hold the shares in trust, or as agent or personal representative, for another person
- I confirm that no other person can direct my decision making or influence my decision making

If you cannot confirm either of the two statements above, please provide an explanation as to why you are not able to:

**V. If You Are NOT a Significant Individual**

If you believe that none of the basis for being a significant individual listed above apply to you, or you otherwise disagree/do not believe you are a significant individual, please provide an explanation.