

Land Title and Survey Authority Act

[SBC 2004] CHAPTER 66

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Part 1 — Definitions

Definitions

1 In this Act:

"**affiliate**" has the same meaning as in the *Business Corporations Act*;

"**Authority**" means the Land Title and Survey Authority of British Columbia established under section 2;

"**bylaws**" means the bylaws of the Authority made under this Act;

"**chief executive officer**" means the chief executive officer appointed under section 33 or 44;

"**director**", except in reference to a director of a stakeholder entity in section 9 (2) (f) [*persons qualified to be directors*] and in the second reference to a director in section 27 (1) (c) (ii) [*disclosable interests*], means an individual who is a member of the board of directors of the Authority;

"First Nations Summit" means the Summit as defined in the *Treaty Commission Act*;

"operating agreement" means an agreement between the government and the Authority respecting the land title and survey systems of British Columbia, as amended from time to time;

"senior officer" has the same meaning as in the *Business Corporations Act* and, except in the second reference to a senior officer in section 27 (1) (c) (ii) [*disclosable interests*], includes

- (a) the Director of Land Titles appointed under the *Land Title Act*,
- (b) the registrar, as defined in the *Land Title Act*, and
- (c) the Surveyor General and deputy Surveyor General appointed under section 34;

"stakeholder entity" means any of the following:

- (a) the government;
- (b) the Law Society of British Columbia;
- (c) the Association of British Columbia Land Surveyors;
- (d) the British Columbia Real Estate Association;
- (e) the British Columbia Association of Professional Registry Agents;
- (f) the First Nations Summit;
- (g) the Society of Notaries Public of British Columbia;
- (h) the Union of British Columbia Municipalities.

Part 2 — Authority Established

Land Title and Survey Authority of British Columbia established

2 (1) The Land Title and Survey Authority of British Columbia is established as a corporation without share capital and consists of a board of directors appointed under this Act.

(2) The Authority has the power and capacity of an individual of full capacity.

(3) The Authority is not organized, and must not be operated, for profit.

(4) The Authority must have a corporate seal, which may be engraved, lithographed, printed or otherwise reproduced.

(5) The Authority is not an agent of the government except when executing a Crown grant under the *Land Act* or in accordance with the express terms of a written agreement with the government.

(6) The Authority may carry on any necessary or advisable activities both inside and outside of British Columbia.

Status of assets if Authority is dissolved

3 If the Authority is dissolved, after payment of all debts and liabilities, its remaining property must be distributed to a not for profit successor corporation with similar purposes.

Purposes of Authority

4 (1) The purposes of the Authority are

- (a) to manage, operate and maintain the land title and survey systems of British Columbia,
 - (b) to facilitate the execution of Crown grants, and
 - (c) to carry on other necessary or advisable activities related to land title or survey systems.
- (2) All money earned by the Authority must be used for the purposes of the Authority.

Property of Authority

5 (1) In this section, "property" means all property of the Authority except

- (a) accounts, chattel paper, documents of title, instruments, money and security, as those terms are defined in the *Personal Property Security Act*,
- (b) records, as defined in the *Land Title Act*, and
- (c) the assurance fund established under section 294.11 of the *Land Title Act*.

(2) The Authority may not dispose of its property except

- (a) in accordance with section 3,
- (b) in accordance with Part 19.1 of the *Land Title Act*, or
- (c) in the ordinary course of business of carrying out the purposes of the Authority, other than granting security for the payment of any money or the performance of any obligation.

(3) The property is not subject to

- (a) any process of attachment, execution or seizure, or
- (b) a trust in favour of a person who claims to have sustained a loss.

(4) Despite any Act, agreement or court order, a receiver must not exercise custody or control over the property.

(5) If a provision of an agreement to which the Authority is a party limits, in a manner that is inconsistent with this Act, access to or the use of property, the provision is not enforceable against the Authority.

(6) The chief executive officer may certify that a disposal of the Authority's property is in the ordinary course of business of carrying out the purposes of the Authority.

(7) A certification of the chief executive officer under subsection (6) is conclusive evidence that the disposal of the Authority's property is in the ordinary course of business of carrying out the purposes of the Authority.

Part 3 — Governance of Authority

Division 1 — Board of Directors

Board of directors

6 (1) The board of directors of the Authority is to consist of 11 individuals of whom

- (a) 6 are to be appointed from the nominees provided under section 7 (1) by stakeholder entities, with 2 directors being appointed out of the nominees provided by each of the 3 stakeholder entities, and
- (b) 5 are to be appointed from nominees provided under section 7 (2) by stakeholder entities, with one director being appointed out of the nominees provided by each of the 5 stakeholder entities.

(2) The term of office of a director of the Authority is 3 years.

(3) A director may be appointed for not more than 3 consecutive terms.

(4) A person who has served the maximum number of consecutive terms under this section is not eligible to be reappointed as a director until after a break in service of at least 3 years.

Nomination and appointment process

7 (1) Each of the government, the Law Society of British Columbia and the Association of British Columbia Land Surveyors must provide, at least 3 months before the expiry of the term of each director appointed from its nominees, to the directors of the Authority a list of at least 3 and not more than 5 qualified nominees for appointment as director.

(2) Each stakeholder entity not referred to in subsection (1) must provide, at least 3 months before the expiry of the term of a director appointed from its nominees, to the directors of the Authority a list of at least 3 and not more than 5 qualified nominees for appointment as director.

(3) After receiving a list of nominees provided under subsection (1) or (2), the directors of the Authority whose terms of office do not expire at the end of the fiscal year in which the list was received must, subject to section 13 [*factors to be considered in appointments*], appoint as director one of the nominees from the submitted list.

(4) If a stakeholder entity does not comply with subsection (1) or (2), the directors of the Authority must, subject to section 13, on or before the expiry of the term of the director for whose replacement the list was required under subsection (1) or (2), appoint an individual as director, and that director is deemed to be appointed from the nominees of that stakeholder entity.

Directors appointed by panel

8 (1) The Lieutenant Governor in Council may appoint a panel of 3 individuals for the purpose of

(a) appointing individuals as directors of the Authority to replace an administrator appointed under section 41, or

(b) appointing individuals as directors of the Authority if there are no directors qualified under section 7 (3) to appoint other directors.

(2) If a director is to be appointed under this section from the nominees of a stakeholder entity, the stakeholder entity must promptly provide to the panel a list of qualified nominees in compliance with section 7.

(3) After receiving a list of nominees provided under subsection (2), the panel must appoint as director one of the nominees from the submitted list.

(4) If a stakeholder entity does not comply with subsection (2), the panel must appoint an individual as director, and that director is deemed to be appointed from the nominees of that stakeholder entity.

(5) Despite section 6 (2) [*term of office of director*], if the panel makes appointments referred to in subsection (1)

(a), the panel must establish a term of office for each director that is a period of not more than 3 years and that ends on March 31 of the year in which the term expires.

Persons qualified to be directors

9 (1) A person must not become or act as a director unless that person is an individual who is qualified to do so.

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

(a) under the age of 18 years,

(b) not a Canadian citizen,

- (c) not a resident of British Columbia,
 - (d) an officer of the Authority, other than the chair or vice chair of the board of directors,
 - (e) an elected official or employee of the government of British Columbia, the government of Canada, a local government, a regional district or an aboriginal organization exercising governmental functions,
 - (f) an officer, director or employee of a stakeholder entity,
 - (g) found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
 - (h) an undischarged bankrupt, or
 - (i) convicted inside or outside of British Columbia of an offence in connection with the promotion, formation or management of a corporation or an 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).
- (3) A director who ceases to be qualified to act as a director must promptly resign.

Register of directors

10 The Authority must keep a register of its directors and enter in that register

- (a) the full name and delivery address for each of the directors,
- (b) the date on which each current director became a director, and
- (c) the date on which each former director became a director and the date on which he or she ceased to be a director.

When director ceases to hold office

11 (1) A director ceases to hold office when

- (a) the director's term of office expires,
- (b) the director dies or resigns, or
- (c) the director is removed in accordance with subsection (3).

(2) A director's resignation takes effect on the later of

- (a) the time that the director's written resignation is delivered to the Authority, and
- (b) the time specified in the director's written resignation.

(3) A director is removed as, and ceases to be, a director on the passing of a resolution to that effect by at least 2/3 of all the directors.

Appointment of replacement directors

12 (1) Subject to section 8 [*directors appointed by panel*], if one of the directors dies, resigns or is removed under section 11 (3), a replacement for that director must be appointed in accordance with this section.

(2) If a departing director was appointed from the nominees of a stakeholder entity, the stakeholder entity must promptly provide a list of nominees in compliance with section 7 [*nomination and appointment process*].

(3) After receiving a list of nominees provided under subsection (2), the directors must, subject to section 13, promptly appoint as the replacement director one of the nominees from the list.

(4) If a stakeholder entity does not comply with subsection (2), the directors must, subject to section 13, appoint an individual as the replacement director, and that director is deemed to be appointed from the nominees of that stakeholder entity.

(5) A replacement director appointed under this section holds office until the end of the term of the departing director.

Factors to be considered in appointments

13 When appointing directors under this Division, the appointing directors or panel must select appointees in such a way as to ensure that, as a group, the directors hold all of the skills, and all of the experience, identified in the skills and experience profile set out in the bylaws.

Division 2 — Powers and Duties of Directors and Officers

Powers and functions of directors

14 (1) The directors must, subject to this Act, the regulations and the bylaws, manage or supervise the management of the business and affairs of the Authority.

(2) The directors may do one or both of the following:

(a) exercise the powers of the Authority on behalf of the Authority;

(b) delegate the exercise or performance of any power or duty conferred or imposed on them to a committee of directors appointed by the directors.

(3) A limitation or restriction on the powers or functions of the directors is not effective against a person who does not have knowledge of the limitation or restriction.

Role of directors

15 (1) The directors may appoint one of their number as chair and as vice chair.

(2) Subject to this Division, the directors may establish their own procedures.

(3) The directors may pass the resolutions they consider necessary or advisable for the exercise of their powers or performance of their duties including, without limitation, resolutions respecting the calling and holding of meetings of the directors and the procedure to be followed at the meetings.

Duties of directors and senior officers

16 (1) A director or senior officer of the Authority, when exercising the powers and performing the duties and

functions of a director or senior officer of the Authority, must do all of the following:

- (a) act honestly and in good faith with a view to the best interests of the Authority;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with this Act, the regulations and the bylaws.

(2) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors and officers of a corporation.

Validity of acts of directors and senior officers

17 An appointment or act of a director or senior officer of the Authority is not invalid merely because of an irregularity in the election or appointment, or a defect in the qualification, of that director or senior officer.

Proceedings of directors

18 (1) A resolution of the directors or of any committee of them may not be passed without a meeting, except as permitted by subsection (3).

(2) A meeting of directors or of a committee of directors may be held by

- (a) telephone, or
- (b) other communications facilities

as long as all participants in the meeting are able to communicate with each other, and a director who participates in the meeting by that means must be counted as present at the meeting.

(3) A resolution of the directors, if approved by the required number of directors by facsimile, electronic mail or other electronic transmission, telephone or any other similar means of communication and confirmed in writing or other graphic communication, is as valid and effectual as if it had been passed at a meeting of the directors properly called and constituted.

(4) The Authority must keep minutes of all proceedings at meetings of the board and its committees.

Bylaws

19 (1) The directors must prepare bylaws of the Authority that do all of the following:

- (a) set rules for its conduct, including rules respecting what constitutes a quorum for a meeting of the directors or any committee of directors;
- (b) set a process for reviewing nominations received under section 7 [*nomination and appointment process*] and selecting appointees in accordance with section 13 [*factors to be considered in appointments*];
- (c) set rules respecting the remuneration and reimbursement of the directors;
- (d) authorize the destruction of instruments and other documents under the *Land Title Act*;
- (e) set fees payable under the *Land Act*, the *Land Title Act*, the *Mineral Tenure Act* or any other enactment for services provided by the registrar appointed under the *Land Title Act*, the Surveyor General or a person under the direction of the registrar or Surveyor General;
- (f) set procedures governing the handling and disposition of written complaints made by a person in respect of the Authority.

(2) The directors must

- (a) prepare a skills and experience profile to set out the skills and experience that must be represented on the board of directors, and
- (b) include that skills and experience profile in the bylaws.

New or increased fees

20 (1) In this section, "fee", except in subsection (8), means a fee referred to in section 19 (1) (e).

(2) Except in accordance with this section, the directors may not

- (a) increase a fee in a year by an amount that is more than is authorized in the operating agreement, or
- (b) set a fee in respect of a service or other matter for which there was previously no fee.

(3) If the directors propose to increase a fee or set a new fee as described in subsection (2), the directors must submit the proposal in writing to the commissioner.

(4) The commissioner must

- (a) accept the proposal,
- (b) reject the proposal, or
- (c) vary the proposal so that the proposal is satisfactory to the commissioner and provide the varied proposal to the directors.

(5) The commissioner must make the decision under subsection (4) in accordance with any criteria set out in the operating agreement.

(6) The directors may increase the fee or set the new fee in accordance with a proposal accepted under subsection (4) (a) or varied under subsection (4) (c).

(7) The decision of the commissioner made under subsection (4) is final and conclusive and is not open to question or review in a court except on a question of law or excess of jurisdiction.

(8) The Authority must

- (a) pay the commissioner a reasonable fee for carrying out the commissioner's duties under this section, and
- (b) reimburse the commissioner for actual reasonable expenses necessarily incurred in carrying out the commissioner's duties under this section.

(9) For the purposes of this section and section 21, the minister and the directors must jointly appoint a mutually acceptable individual as commissioner for a term agreed to by the minister and the directors.

(10) If the minister and the directors cannot jointly appoint a commissioner under subsection (9), the directors may request the Lieutenant Governor in Council appoint an individual as commissioner.

(11) Within 60 days after receiving the request, the Lieutenant Governor in Council must appoint an individual as commissioner for a term of 6 months.

(12) An individual appointed as commissioner must meet the criteria set out in the operating agreement and may not be an employee of the government or the Authority.

(13) The directors must give notice to the minister if the directors intend to submit a proposal under subsection (3) and there is no commissioner.

Charges payable by government or government body

21 (1) In this section:

"**government body**" has the same meaning as in the *Financial Administration Act*;

"**service**" does not include a service for which a fee may be set under section 19 (1) (e).

(2) If the directors and the government or a government body cannot agree on a charge payable for any service the Authority may provide to the government or government body, the directors and the government or government body may submit the matter to the commissioner.

(3) If the matter is submitted to the commissioner, the commissioner must set the charge payable for the service the Authority may provide to the government or government body.

(4) The commissioner must make a decision under subsection (3) in accordance with any criteria set out in the operating agreement.

(5) The decision of the commissioner made under subsection (3) is final and conclusive and is not open to question or review in a court except on a question of law or excess of jurisdiction.

(6) The Authority and the government or government body must, in equal portions,

(a) pay the commissioner a reasonable fee for carrying out the commissioner's duties under this section, and

(b) reimburse the commissioner for actual reasonable expenses necessarily incurred in carrying out the commissioner's duties under this section.

Division 3 — General

Remuneration and reimbursement of directors

22 The Authority must remunerate and reimburse each director in the amount and on the terms established in the bylaws.

Indemnification

23 (1) In this section, "**costs, charges and expenses**" includes an amount actually and reasonably incurred by a person and paid to settle an action or satisfy a judgment, including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which the person is made a party because of being or having been a director or officer, including an action brought by the Authority.

(2) The Authority may indemnify a person who is a director, officer, former director or former officer of the Authority, and the person's heirs and personal representatives, against all costs, charges and expenses if

(a) the person acted honestly and in good faith with a view to the best interests of the Authority in respect of the conduct at issue in the action or proceeding, and

(b) in the case of a criminal or administrative action or proceeding, the person had reasonable grounds for believing that the person's conduct was lawful.

(3) The Authority may purchase and maintain insurance for the benefit of a person referred to in this section against any liability incurred by the person as a director or officer.

Head office

24 (1) The Authority must maintain a head office in British Columbia.

(2) The directors must make public the location of the Authority's head office.

Records

25 (1) The Authority must keep at its head office adequate accounting records for each of its fiscal years.

(2) The Authority must keep the following records at its head office:

(a) the bylaws and every amendment to the bylaws;

(b) the operating agreement and every amendment to the agreement;

(c) the register of directors kept under section 10;

(d) the minutes of every meeting of directors and of every meeting of every committee of directors;

(e) copies of any notices published in a newspaper by or on behalf of the Authority;

(f) copies of every annual report and business plan made public by or on behalf of the Authority.

(3) Any person may, without charge, inspect during normal business hours any of the records that the Authority is required to keep under subsection (2).

(4) Subject to subsection (6), if a person requests a copy of a record that the Authority is required to keep under subsection (2) (c) to (f) and pays the fee set in the bylaws in relation to that copy, the Authority must provide a copy of that record to that person promptly after receipt of the request and payment.

(5) The Authority may, in the bylaws, set a reasonable fee for providing a copy of any of its records under subsection (4).

(6) The Authority must make the following records publicly available without charge:

(a) the bylaws and every amendment to the bylaws;

(b) the operating agreement and every amendment to the agreement;

(c) the most recent annual report;

(d) the most recent business plan.

Annual general meeting

26 (1) The Authority must hold an annual general meeting within 6 months after the end of each of its fiscal years.

(2) The directors must make public the date and location of the annual general meeting not more than 2 months, and not less than 3 weeks, before the date of the meeting.

(3) At least 10 days before the date of an annual general meeting, the directors must make public an annual report that complies with subsection (4).

(4) An annual report referred to in subsection (3) must include, in relation to the most recently completed fiscal year of the Authority,

(a) the audited financial statements of the Authority for that fiscal year,

(b) a report on any changes in that fiscal year to the fees established by the Authority under the *Land Act*, the *Land Title Act*, the *Mineral Tenure Act* or any other enactment,

(c) a list of the directors as of the end of that fiscal year,

- (d) a list of the performance objectives set for the Authority for that fiscal year, in accordance with the operating agreement, and a report respecting the achievement in relation to those performance objectives,
 - (e) any amendments made to the bylaws of the Authority or to the operating agreement in that fiscal year, and
 - (f) the date, type and outcome of any meetings held by the directors and by committees of the directors in that fiscal year.
- (5) An annual general meeting of the Authority is open to any person, and any person attending the meeting may, subject to any reasonable restrictions imposed by the directors, address the meeting.
- (6) The directors must place the annual report before the annual general meeting and must make a copy of that report available, without charge, to any person requesting a copy.

Part 4 — Conflicts of Interest

Disclosable interests

27 (1) For the purposes of this Part, a director or senior officer of the Authority holds a disclosable interest in a contract or transaction if

- (a) the contract or transaction is material to the Authority,
- (b) the Authority has entered, or proposes to enter, into the contract or transaction, and
- (c) either of the following applies to the director or senior officer:
 - (i) the director or senior officer has a material interest in the contract or transaction;
 - (ii) the director or senior officer is a director or senior officer of, or has a material interest in, a person who has a material interest in the contract or transaction.

(2) For the purposes of subsection (1) and this Part, a director or senior officer of the Authority does not hold a disclosable interest in a contract or transaction merely because

- (a) the contract or transaction is an arrangement by way of security granted by the Authority for money loaned to, or obligations undertaken by, the director or senior officer, or a person in whom the director or senior officer has a material interest, for the benefit of the Authority or an affiliate of the Authority,
 - (b) the contract or transaction relates to an indemnity or insurance under section 23 [*indemnification*],
 - (c) the contract or transaction relates to the remuneration of the director or senior officer in that person's capacity as director, officer, employee or agent of the Authority or of an affiliate of the Authority,
 - (d) the contract or transaction relates to a loan to the Authority, and the director or senior officer, or a person in whom the director or senior officer has a material interest, is or is to be a guarantor of some or all of the loan, or
 - (e) the contract or transaction has been or will be made with or for the benefit of a corporation that is affiliated with the Authority, and the director or senior officer is also a director or senior officer of that corporation or an affiliate of that corporation.
- (3) A director who has a disclosable interest in a contract or transaction is not entitled to participate in that part of a meeting of the directors during which the contract or transaction will be discussed, including any vote on any directors' resolution to approve that contract or transaction.

Obligation to account for profits

28 (1) Subject to subsection (2) and unless the court orders otherwise under section 29 (2) (a), a director or senior

officer of the Authority is liable to account to the Authority for any profit that accrues to the director or senior officer under or as a result of a contract or transaction in which the director or senior officer holds a disclosable interest.

(2) A director or senior officer of the Authority is not liable to account for and may retain the profit referred to in subsection (1) in any of the following circumstances:

(a) before the contract or transaction is entered into and after the nature and extent of the conflict of interest are disclosed to the board of directors, the contract or transaction is approved by the board of directors;

(b) the contract or transaction was reasonable and fair to the Authority at the time it was entered into and, after full disclosure of the nature and extent of the conflict of interest, the contract or transaction is approved by the board of directors.

Powers of court

29 (1) In this section, "**court**" means the Supreme Court.

(2) On an application by the Authority or by a director or senior officer, the court may, if it determines that a contract or transaction in which a director or senior officer has a disclosable interest was fair and reasonable to the Authority,

(a) order that the director or senior officer is not liable to account for any profit that accrues to the director or senior officer under or as a result of the contract or transaction, and

(b) make any other order that the court considers appropriate.

(3) Unless a contract or transaction in which a director or senior officer has a disclosable interest has been approved in accordance with section 28 (2), the court may, on an application by the Authority or by a director or senior officer, make one or more of the following orders if the court determines that the contract or transaction was not fair and reasonable to the Authority:

(a) enjoin the Authority from entering into the proposed contract or transaction;

(b) order that the director or senior officer is liable to account for any profit that accrues to the director or senior officer under or as a result of the contract or transaction;

(c) make any other order that the court considers appropriate.

Validity of contracts and transactions

30 A contract or transaction with the Authority is not invalid merely because

(a) a director or senior officer of the Authority has an interest, direct or indirect, in the contract or transaction,

(b) a director or senior officer of the Authority has not disclosed an interest he or she has in the contract or transaction, or

(c) the directors have not approved the contract or transaction in which a director or senior officer of the Authority has an interest.

Limitation of obligations of directors and senior officers

31 Except as is provided in this Part, a director or senior officer of the Authority has no obligation to

(a) disclose any direct or indirect interest that the director or senior officer has in a contract or transaction, or

(b) account for any profit that accrues to the director or senior officer under or as a result of a contract or transaction

in which the director or senior officer has a disclosable interest.

Disclosure of conflict of office or property

32 (1) If a director or senior officer of the Authority holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer of the Authority, the director or senior officer must disclose, in accordance with this section, the nature and extent of the conflict.

(2) The disclosure required from a director or senior officer under subsection (1)

(a) must be made to the directors promptly

(i) after that individual becomes a director or senior officer, or

(ii) if that individual is already a director or senior officer, after that individual begins to hold the office or possess the property, right or interest for which disclosure is required, and

(b) must be evidenced in a consent resolution, the minutes of a meeting or any other record deposited in the Authority's records.

Part 5 — Officers and Employees

Appointment of chief executive officer

33 (1) The directors must appoint an individual as the chief executive officer of the Authority to carry out

(a) the functions and duties of the chief executive officer under this Act and any other enactment, and

(b) the functions and duties that the directors specify.

(2) The directors may set the remuneration of the chief executive officer.

Appointment of Surveyor General and other employees

34 (1) The chief executive officer must appoint an employee of the Authority as the Surveyor General to carry out the functions and duties of the Surveyor General.

(2) The chief executive officer may appoint an employee of the Authority as the deputy Surveyor General to assist and carry out the directions of the Surveyor General.

(3) The deputy Surveyor General may, in the event of the illness or absence or at the request of the Surveyor General, perform any duty required by this Act or any other enactment to be done by the Surveyor General.

(4) The chief executive officer, to the extent authorized by the directors, may appoint officers and employees of the Authority and may define their duties.

(5) The *Public Service Act* and the *Public Service Labour Relations Act* do not apply to the Authority or to its employees.

Part 6 — Financial Administration

Fiscal year of Authority

35 The fiscal year of the Authority is the period beginning on April 1 in one year and ending on March 31 in the next year.

Appointment of auditor

36 (1) The Authority must appoint an auditor authorized under section 205 (a) or (b) [*persons authorized to act as auditors*] of the *Business Corporations Act*.

(2) Section 206 [*independence of auditors*] of the *Business Corporations Act* applies to the appointment of an auditor under subsection (1).

Financial statements

37 The Authority must prepare and make public

(a) annual financial statements, prepared in accordance with generally accepted accounting principles, within 5 months after the end of its fiscal year, and

(b) a report of the auditor who was engaged to express an opinion on the Authority's financial statements for the preceding fiscal year, after an audit conducted in accordance with generally accepted auditing standards.

Business plan

38 Before each fiscal year, the Authority must prepare and make publicly available a business plan for the next 3 fiscal years.

Part 7 — General

Decisions of the First Nations Summit

39 (1) The nominees on a list provided under this Act by the First Nations Summit are to be nominated by resolution of the First Nations Summit.

(2) The directors of the Authority and a panel appointed under this Act are entitled to rely on resolutions of the First Nations Summit that are certified in the manner specified by the First Nations Summit as proof of the decisions of the First Nations Summit that are set out in the resolutions as certified.

Application of other Acts

40 (1) The following Acts do not apply to the Authority:

(a) *Budget Transparency and Accountability Act*;

(b) *Business Corporations Act*, except Part 10 of that Act or as provided by this Act;

(c) *Financial Administration Act*, except section 14.

(2) The Lieutenant Governor in Council, by regulation, may direct that some or all of the following provisions apply to the Authority:

(a) the provisions of the *Business Corporations Act* other than sections 10 to 41, 52 to 89, 107 to 126, 128, 130 to 133, 135, 136, 140, 142, 143, 147 to 153, 159 to 191, 196, 204 to 206, 228, 269 to 300 and 302 to 311 and Parts 11 and 14;

(b) the regulations made under the *Business Corporations Act* other than

(i) regulations made in respect of sections 10 to 41, 52 to 89, 107 to 126, 128, 130 to 133, 135, 136, 140, 142, 143, 147 to 153, 159 to 191, 196, 204 to 206, 228, 269 to 300 and 302 to 311 and Parts 11 and 14, and

(ii) regulations that expressly indicate that they do not apply to special Act corporations, as defined in the *Business*

Corporations Act.

(3) If there is a conflict or inconsistency between a provision of this Act or the regulations made under this Act and a provision of the *Business Corporations Act* or its regulations made applicable under subsection (2), the provision of this Act or the regulations made under this Act prevails.

Appointment of administrator

41 (1) The minister, in accordance with the operating agreement, may appoint an administrator to discharge the powers, duties and functions of the board of directors.

(2) The minister may appoint an administrator to discharge the powers, duties and functions of the board of directors if there are no directors of the Authority.

(3) On the appointment of an administrator under subsection (1), the members of the board of directors of the Authority cease to hold office.

(4) For the purposes of section 2, an administrator appointed under this section is deemed to be the board of directors.

Offence Act

42 Section 5 [*general offence*] of the *Offence Act* does not apply to this Act or the regulations.

Power to make regulations

43 (1) The Lieutenant Governor in Council may make regulations referred to in section 41 of the *Interpretation Act*.

(2) Without limiting subsection (1), the Lieutenant Governor in Council may make regulations directing that provisions of the *Business Corporations Act* and its regulations apply to the Authority as provided for in section 40 [*application of other Acts*].

Part 8 — Transitional Provisions and Consequential Amendments

Transitional Provisions

First chief executive officer and directors of Authority

44 (1) The Lieutenant Governor in Council may appoint a panel of 3 individuals for the purpose of appointing the first directors of the Authority.

(2) For the purpose of facilitating the appointment of the first directors,

(a) each of the government, the Law Society of British Columbia and the Association of British Columbia Land Surveyors must provide to the panel a list of at least 3 and not more than 5 qualified nominees for each director to be appointed from their nominees, and

(b) each stakeholder entity not referred to in paragraph (a) must provide to the panel a list of at least 3 and not more than 5 qualified nominees.

(3) After receiving the lists of nominees provided under subsection (2), the panel must appoint as directors one of the nominees from each of the submitted lists.

(4) If a stakeholder entity does not comply with subsection (2), the panel must appoint an individual as director, and that director is deemed to be appointed from the nominees of that stakeholder entity.

(5) For the purpose of appointing the first directors of the Authority, the references in section 6 (1) to section 7 (1)

and section 7 (2) must be read as references to section 44 (2) (a) and section 44 (2) (b), respectively.

(6) Despite section 6 (2) [*term of office of director*], the panel must establish a term of office for each director that is a period of not more than 3 years.

(7) Sections 7 [*nomination and appointment process*] and 13 [*factors to be considered in appointments*] do not apply to the appointment of the first directors of the Authority.

(8) Despite section 15 (1) [*role of directors*], the panel may appoint one of the directors as chair.

(9) Despite section 33 [*appointment of chief executive officer*], the Lieutenant Governor in Council may appoint an individual as the first chief executive officer of the Authority to carry out the functions and duties referred to in section 33 and may set the remuneration of the chief executive officer.

(10) In addition, the first chief executive officer may exercise all of the powers, functions and duties of the directors until the directors hold their first meeting.

(11) The directors must appoint a chief executive officer within 1 year of the first meeting of the directors.

Transitional — financial administration

45 (1) Despite section 35 [*fiscal year of Authority*], the first fiscal year of the Authority is the period beginning on the date that section 2 (1) [*Authority established*] comes into force and ending on the following March 31.

(2) Section 38 [*business plan*] does not apply to the first fiscal year of the Authority.

Transitional — appointments continued

46 The appointments of the following are continued:

(a) the Surveyor General;

(b) the Director of Land Titles appointed under the *Land Title Act*;

(c) the registrars and deputy registrars appointed under the *Land Title Act*.

Transitional — transfer of property and records

47 (1) In this section, "**records**" does not include records as defined in the *Land Title Act*.

(2) Within 6 months after this section comes into force, the minister may transfer to the Authority records and other property of the government that are related to the purposes of the Authority.

Transitional — approved forms under the *Land Title Act*

48 (1) Any forms prescribed under the *Land Title Act* immediately before this section comes into force are deemed to be forms approved by the Director of Land Titles.

(2) Any manner, prescribed under the *Land Title Act* immediately before this section comes into force, for the execution or completion of an instrument or in respect of an instrument containing or indicating any thing is deemed to be a manner approved by the Director of Land Titles.

(3) Any information prescribed under the *Land Title Act* immediately before this section comes into force is deemed to be information required by the director.

Consequential Amendments

[*Note: See Table of Legislative Changes for the status of sections 49 to 172.*]

Section(s)	Affected Act
49	<i>Community Charter</i>
50	<i>Document Disposal Act</i>
51	<i>Drainage, Ditch and Dike Act</i>
52	<i>Family Relations Act</i>
53	<i>Heritage Conservation Act</i>
54	<i>Human Resource Facility Act</i>
55	<i>Interpretation Act</i>
56–64	<i>Land Act</i>
65	<i>Land (Spouse Protection) Act</i>
66–148	<i>Land Title Act</i>
149–155	<i>Local Government Act</i>
156	<i>Mineral Tenure Act</i>
157–159	<i>Ministry of Lands, Parks and Housing Act</i>
160	<i>Mountain Resort Associations Act</i>
161	<i>Personal Property Security Act</i>
162	<i>Property Transfer Tax Act</i>
163	<i>Railway Act</i>
164–168	<i>Vancouver Charter</i>
169	<i>Water Act</i>
170	<i>Wills Variation Act</i>

Amendments to this Act

Section(s)	Affected Act
171–172	<i>Land Title and Survey Authority Act</i>

Commencement

173 The provisions of this Act referred to in column 1 of the following table come into force as set out in column 2 of the table

Item	Column 1 Provisions of Act	Column 2 Commencement
1	Anything not elsewhere covered by this table	By regulation of the Lieutenant Governor in Council
2	Sections 83 and 126	January 1, 2004
3	Sections 138 and 141	April 1, 2006
4	Sections 171 and 172	January 21, 2005